



MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

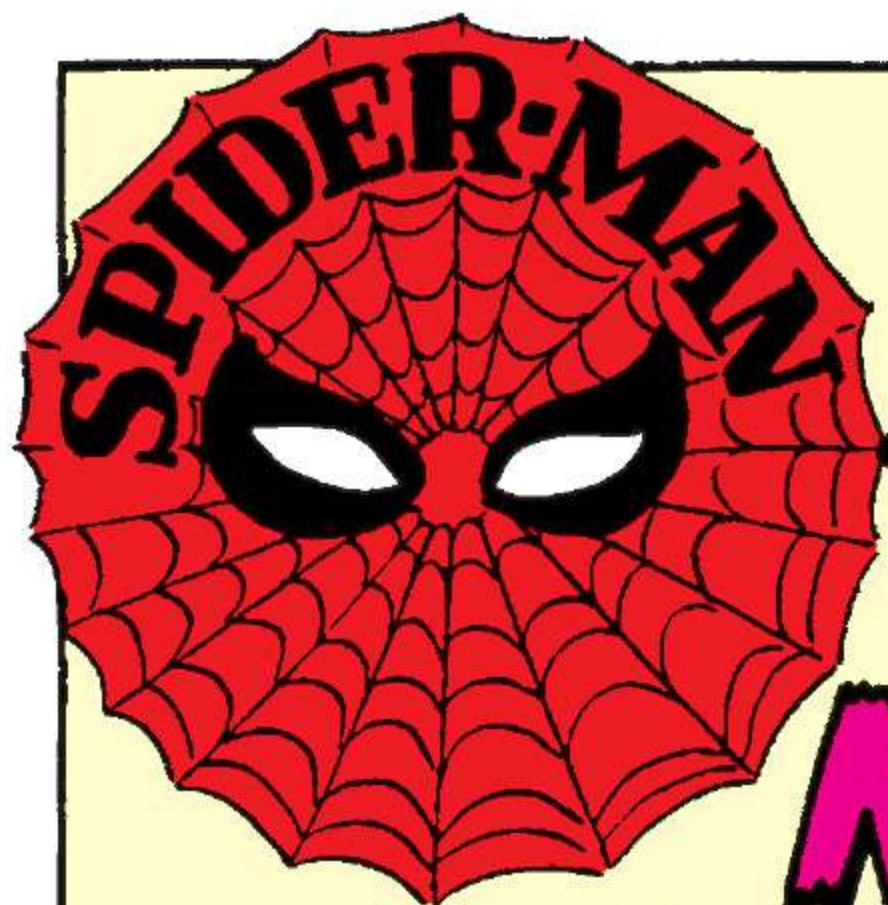
APPROVED
BY THE
COMICS
CODE
AUTHORITY

22
MAR

ANOTHER **BIG**
ONE FROM
MIGHTY MARVEL!



NEW THRILLS! NEW VILLAINS! NEW SURPRISES!
SPIDEY BATTLES
"THE **CLOWN** *And His* **MASTERS OF MENACE!**"



PREEEEEEEESENTING... The **CLOWN**, and his **MASTERS OF MENACE!**



WRITTEN BY: STAN LEE

ILLUSTRATED BY: STEVE DITKO

LETTERED BY:
ARTIE SIMEK

WE LET ARTIE DO THIS OCCASIONALLY!
IT'S CHEAPER THAN GIVING HIM A RAISE!

ANOTHER ONE OF LEE'S
LIVING LEGENDS!

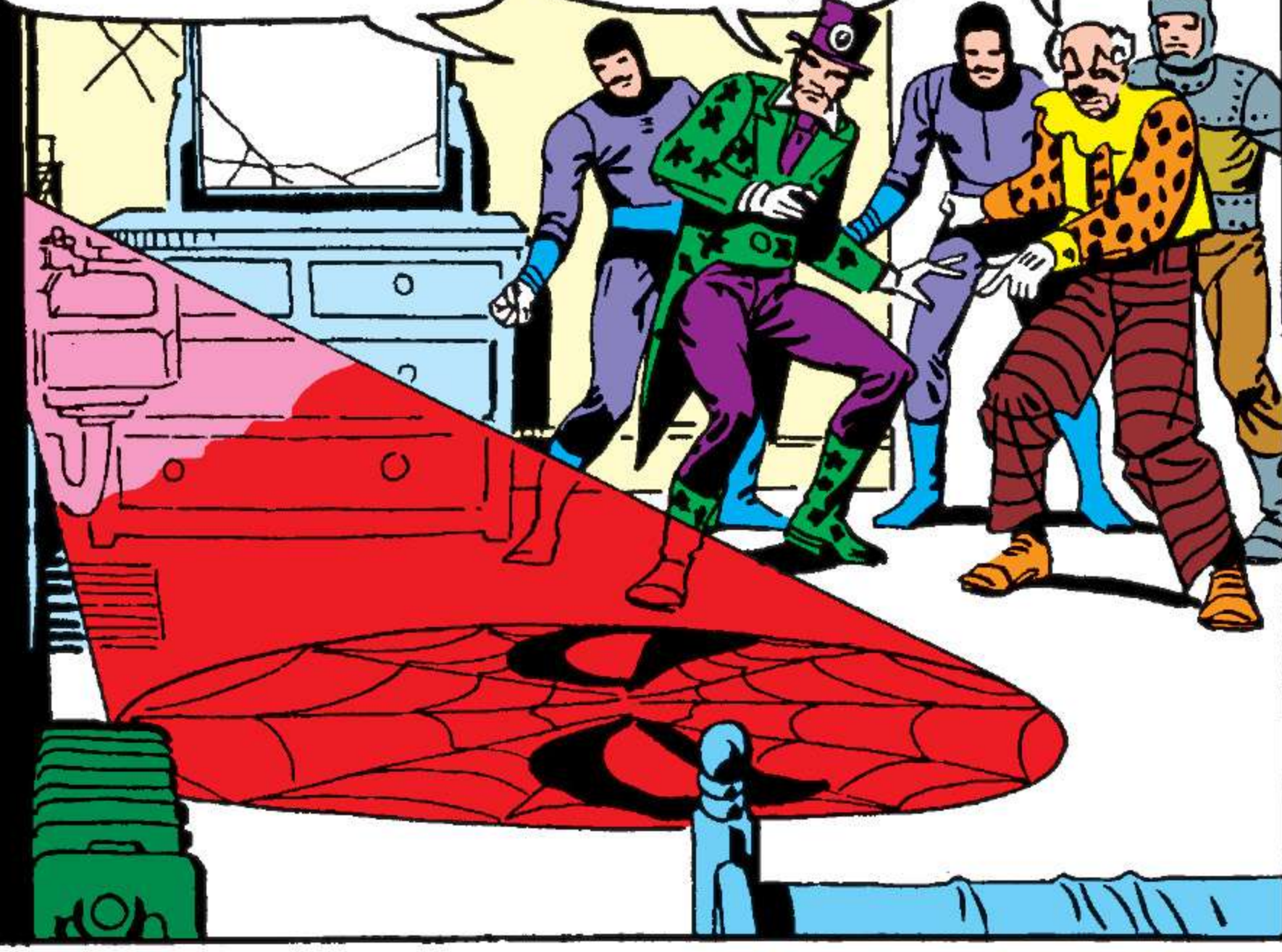
ANOTHER DAZZLING
DITKO DELIGHT!

IN A SLEAZY HOTEL ROOM, IN A SHABBY HOTEL, SOME SNEAKY SINNERS ARE STARTLED BY THE SIGHT OF A SPARKLING SPIDER SIGNAL!

LOOK! A SUDDEN BEAM OF LIGHT THRU THE WINDOW!

IT'S THE MARK OF SPIDER-MAN!

IT'S GETTING BRIGHTER!



WELL, WELL! IF IT ISN'T THE ROLLICKING RING-MASTER AND HIS PLAYFUL LITTLE PARTNERS!

STAY BACK, YOU WALL-CRAWLING WEASEL! WE SERVED OUR PRISON TERMS! WE'RE FREE NOW!



I KNOW! BUT I'M BETTING YOU DIDN'T CALL THIS MEETING JUST TO HAVE A TEA PARTY!

SO I CAME TO WARN YOU! DON'T EVER AGAIN TRY TO MAKE A PATSY OUT OF ME, LIKE YOU DID THE LAST TIME AT YOUR CREEPY CIRCUS!*

YOU'RE NOT SCARING ME!



*SPIDEY#16--STAN & STEVE.

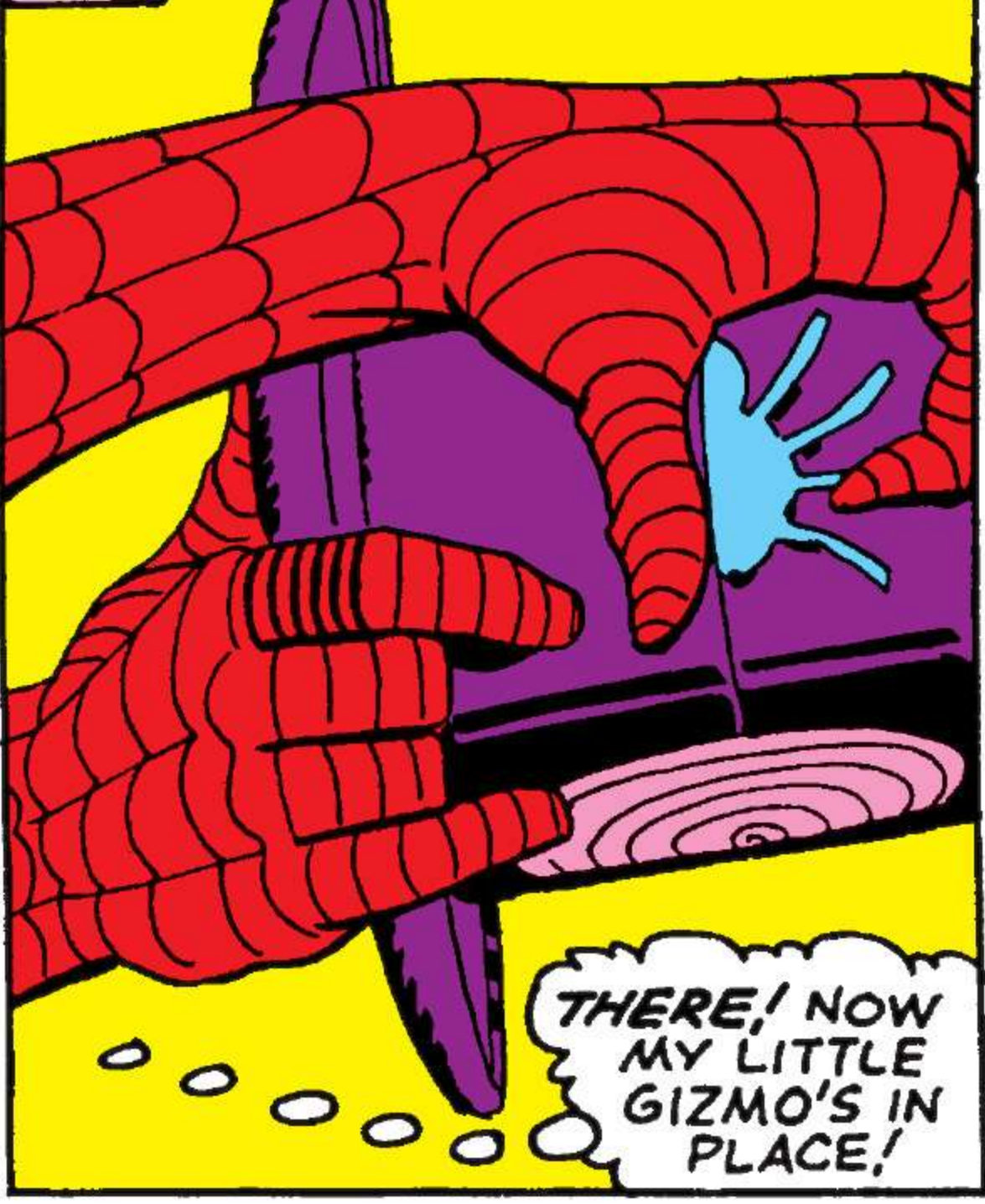
THEN WHY ARE YOU SHAKING THAT WAY??

YOU FUMBLING PHONY! I OUGHTA MAKE YOU EAT YOUR HAT TO SHOW I'M NOT KIDDING!

NO! I BELIEVE YOU! I BELIEVE YOU!



SO SMOOTH AND SILENT ARE SPIDER-MAN'S ACTIONS, THAT NO ONE NOTICES HIM FASTENING A SMALL DEVICE TO THE UNIQUE TOP HAT!

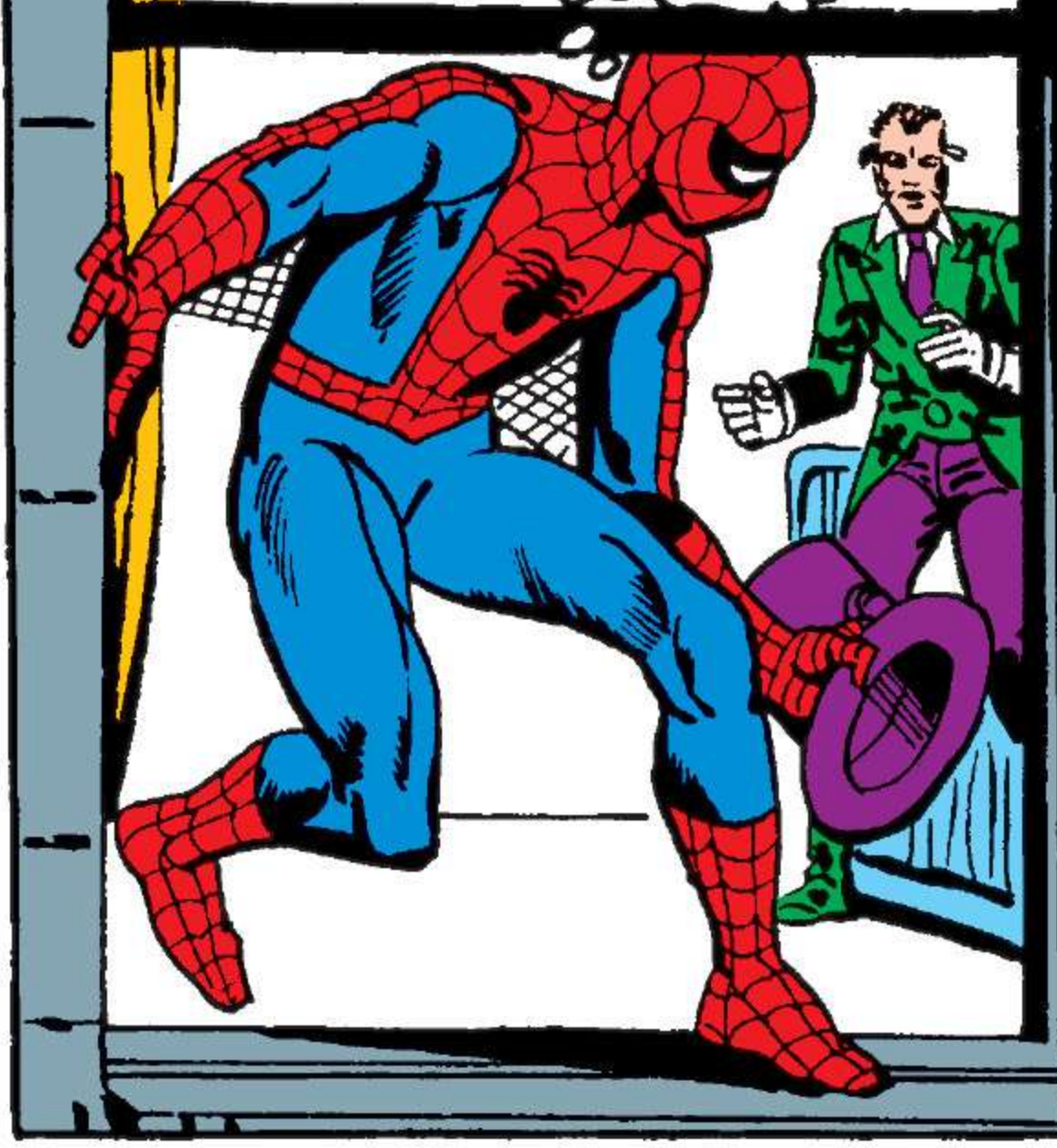


THERE! NOW MY LITTLE GIZMO'S IN PLACE!

OKAY! I'VE SAID MY PIECE! I'LL LEAVE YOU TO YOUR FUN AND GAMES NOW!

WAIT! GIVE ME BACK MY HAT!

I WAS HOPING HE'D SAY THAT!



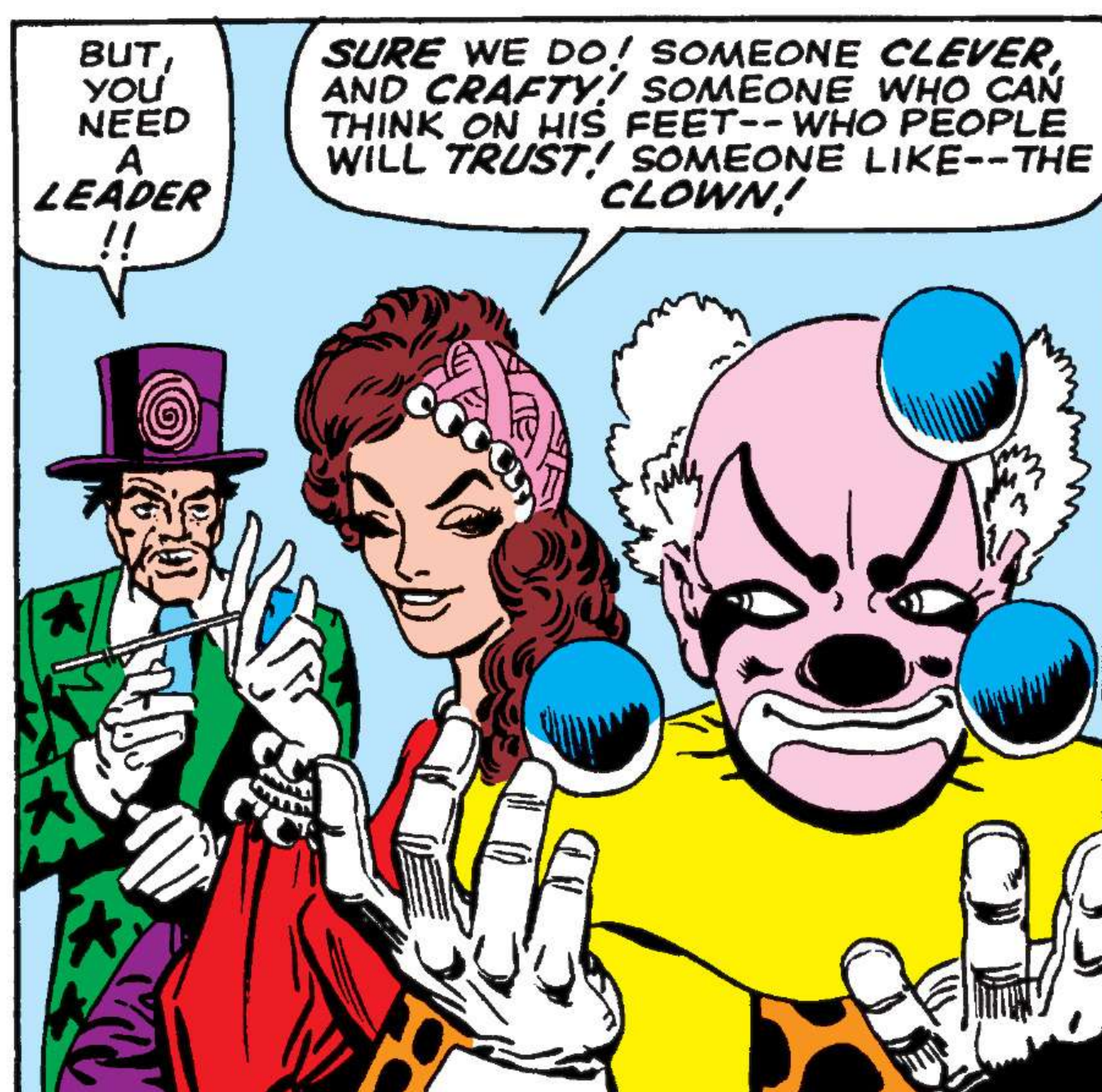
HERE! JUST MAKE SURE THAT IT, AND YOU, STAY OUTA MY WAY FROM NOW ON!

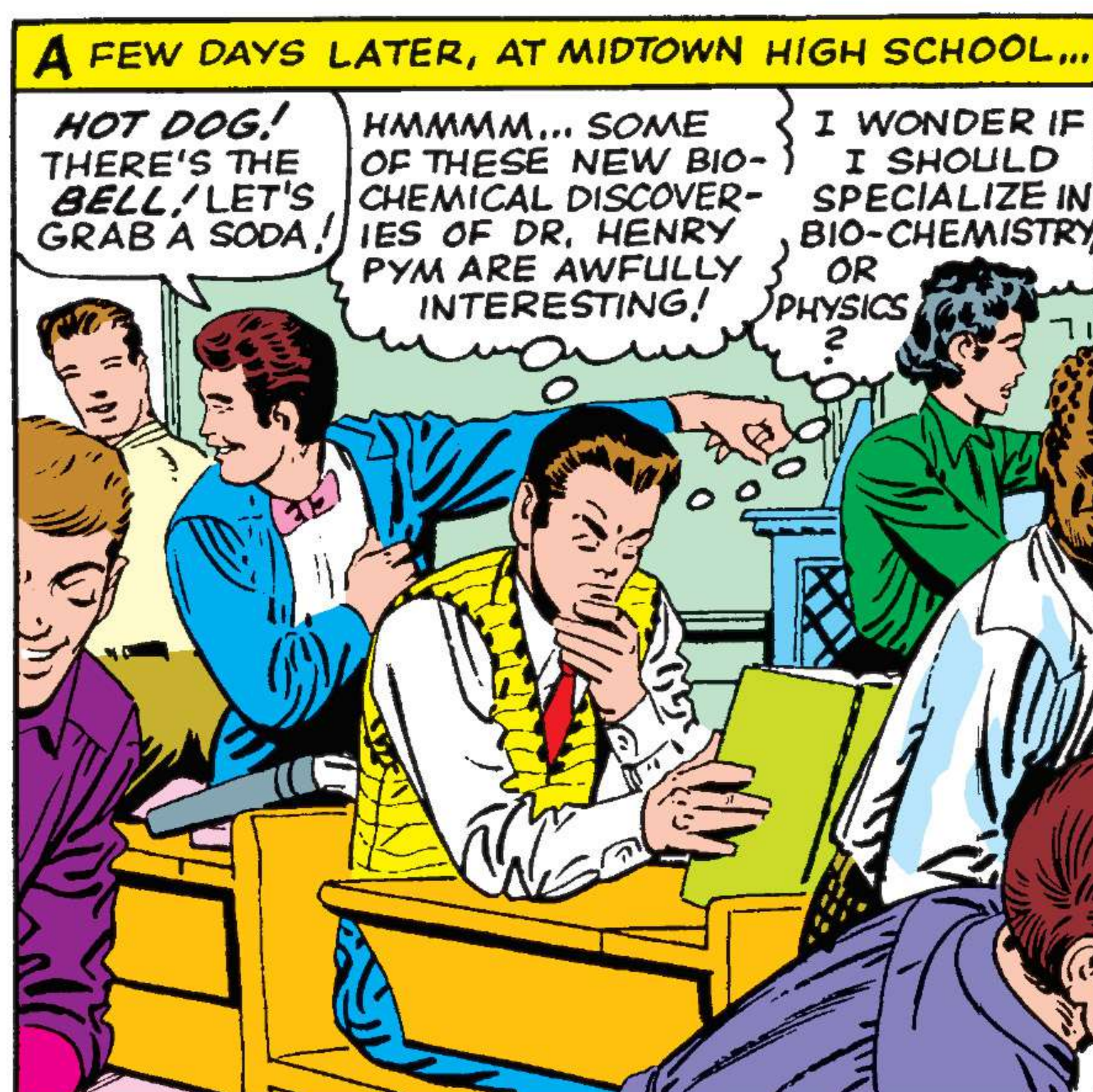
AND DON'T CALL ME--I'LL CALL YOU!

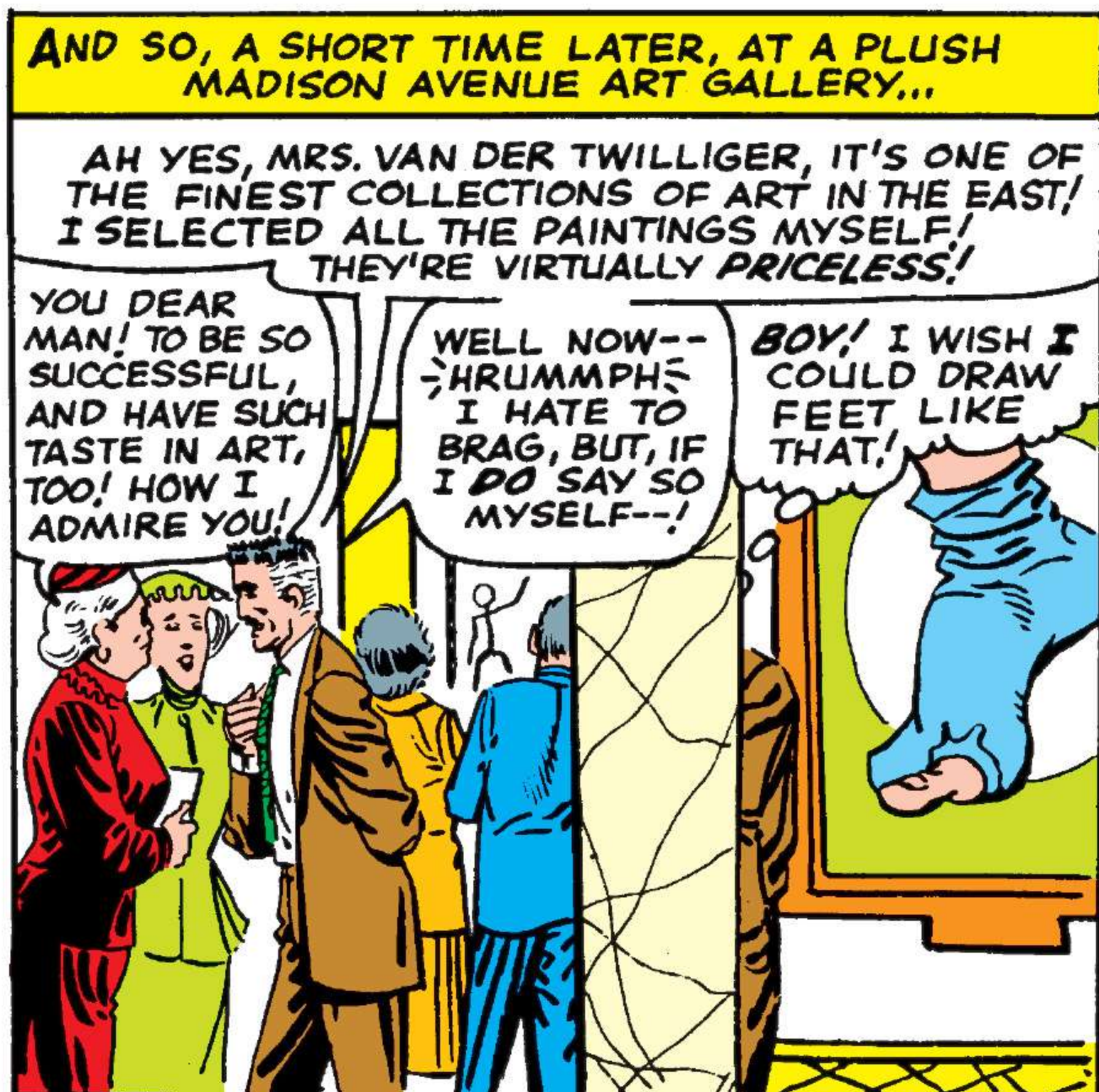
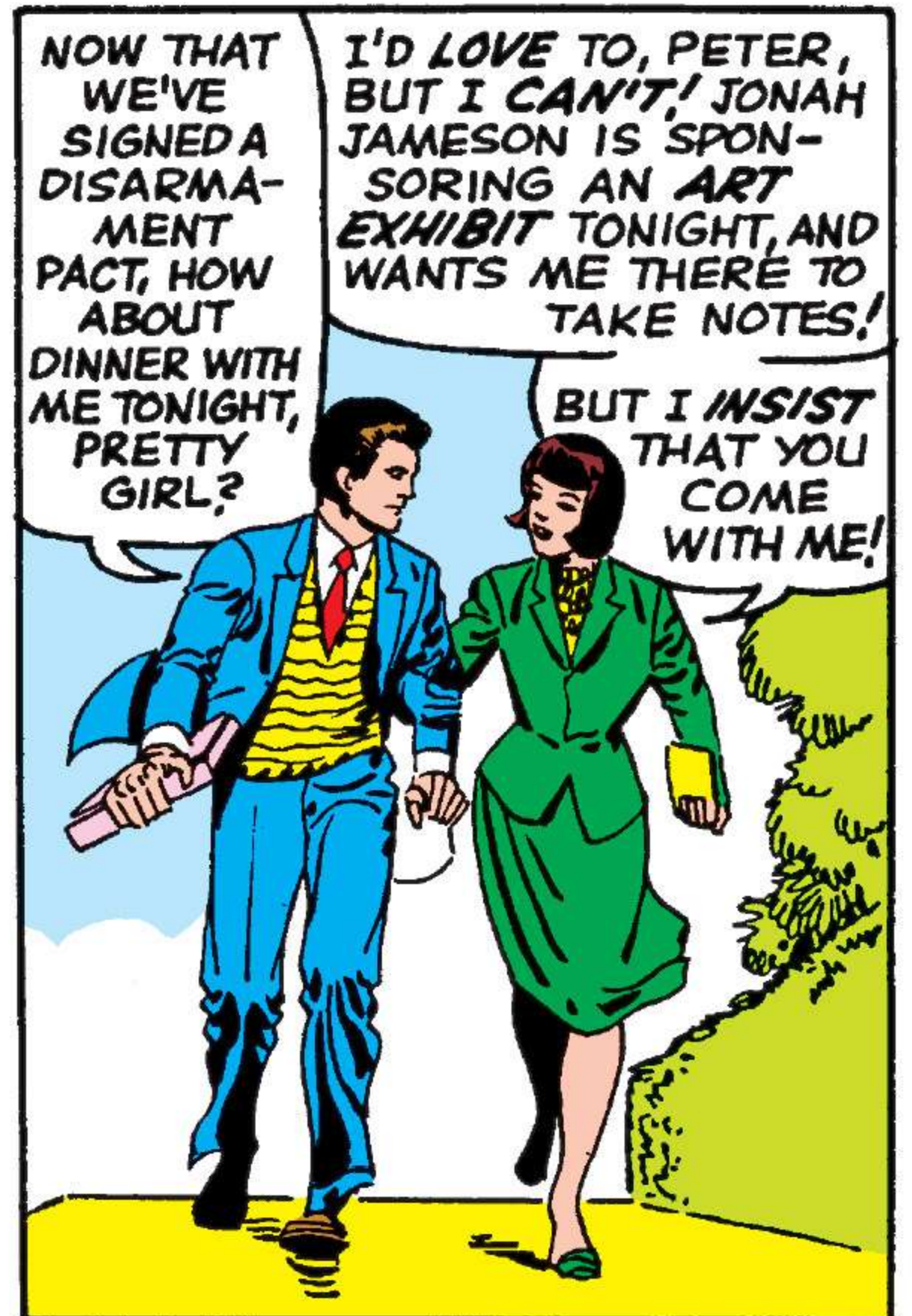
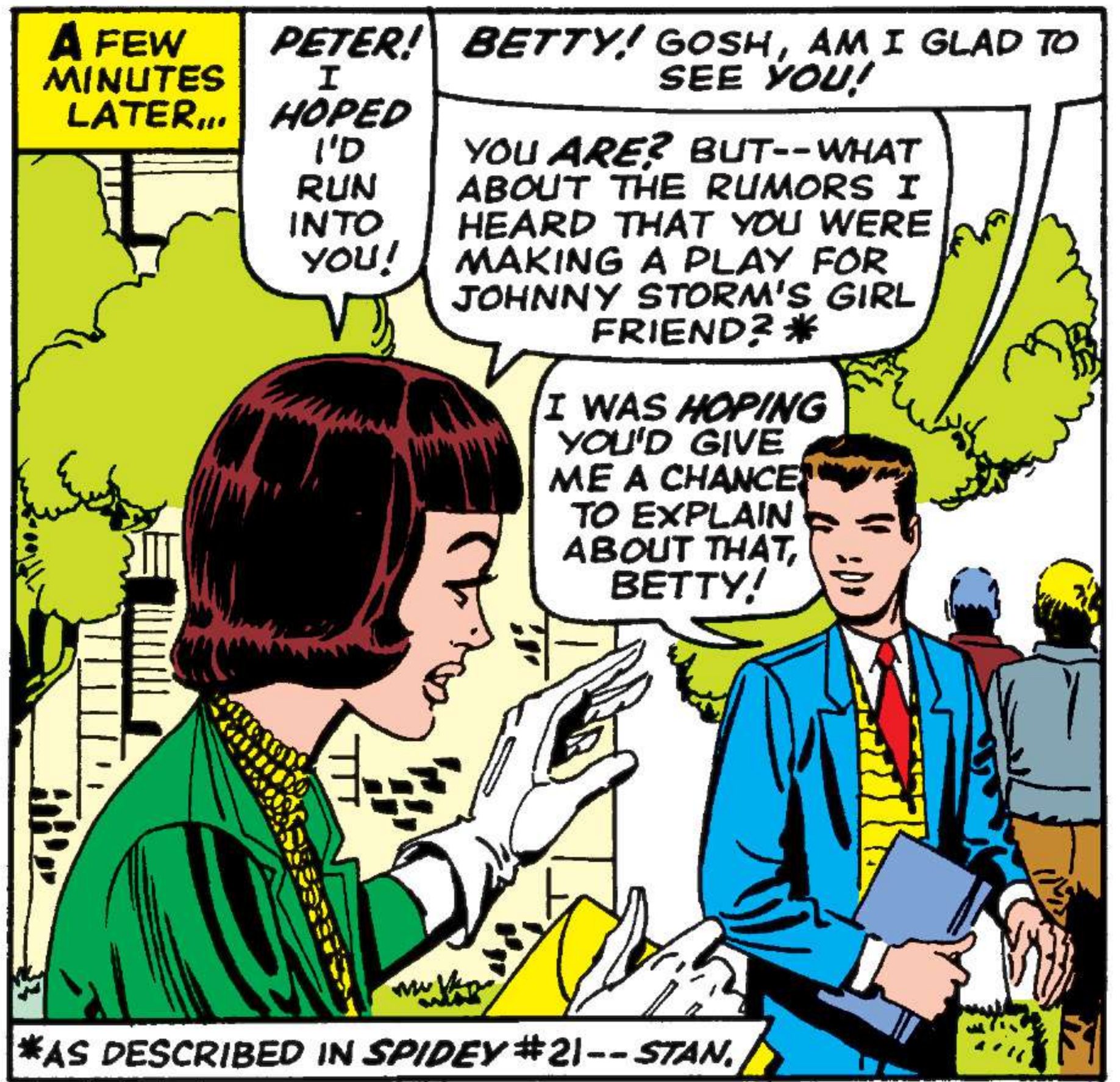


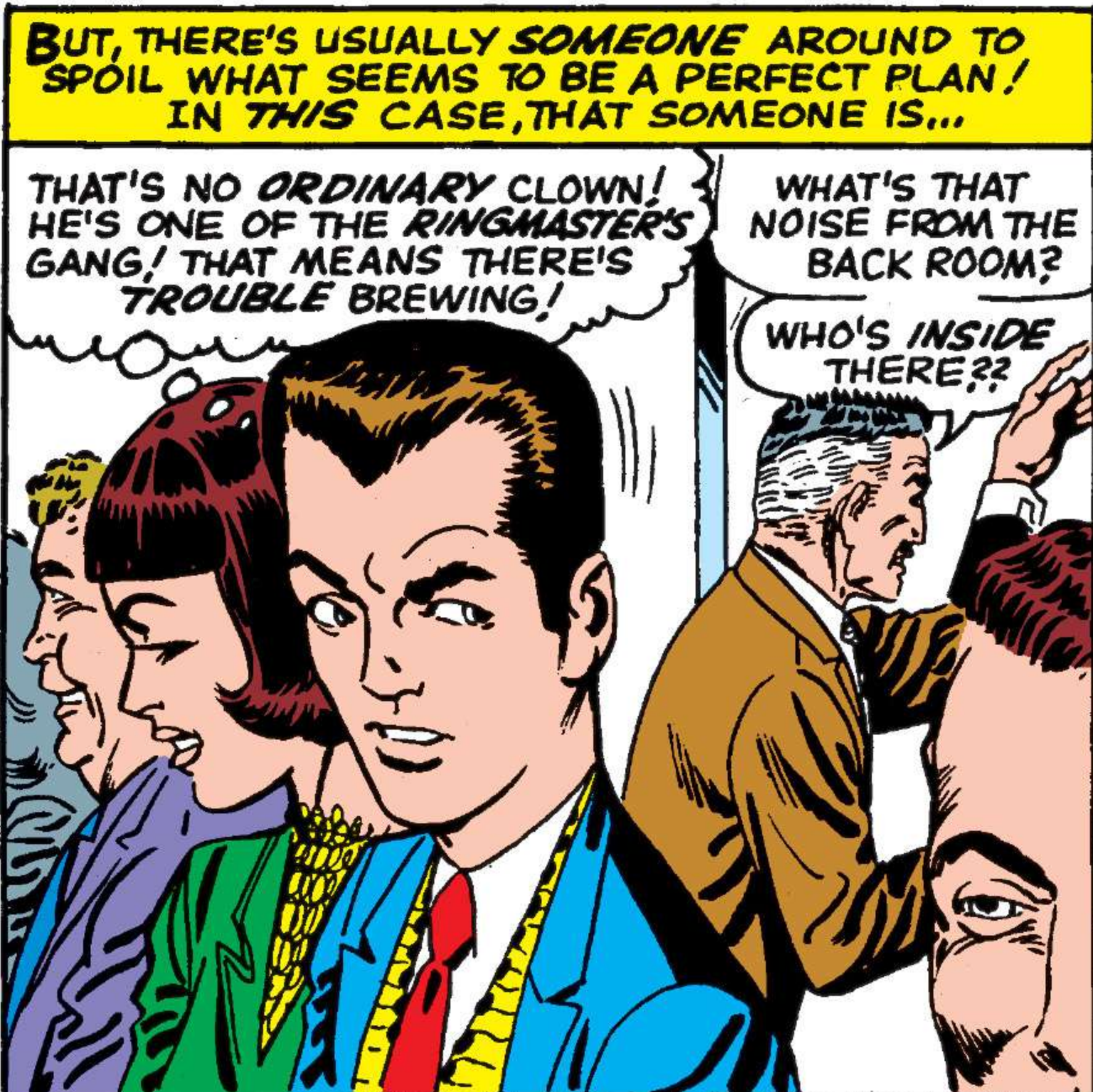
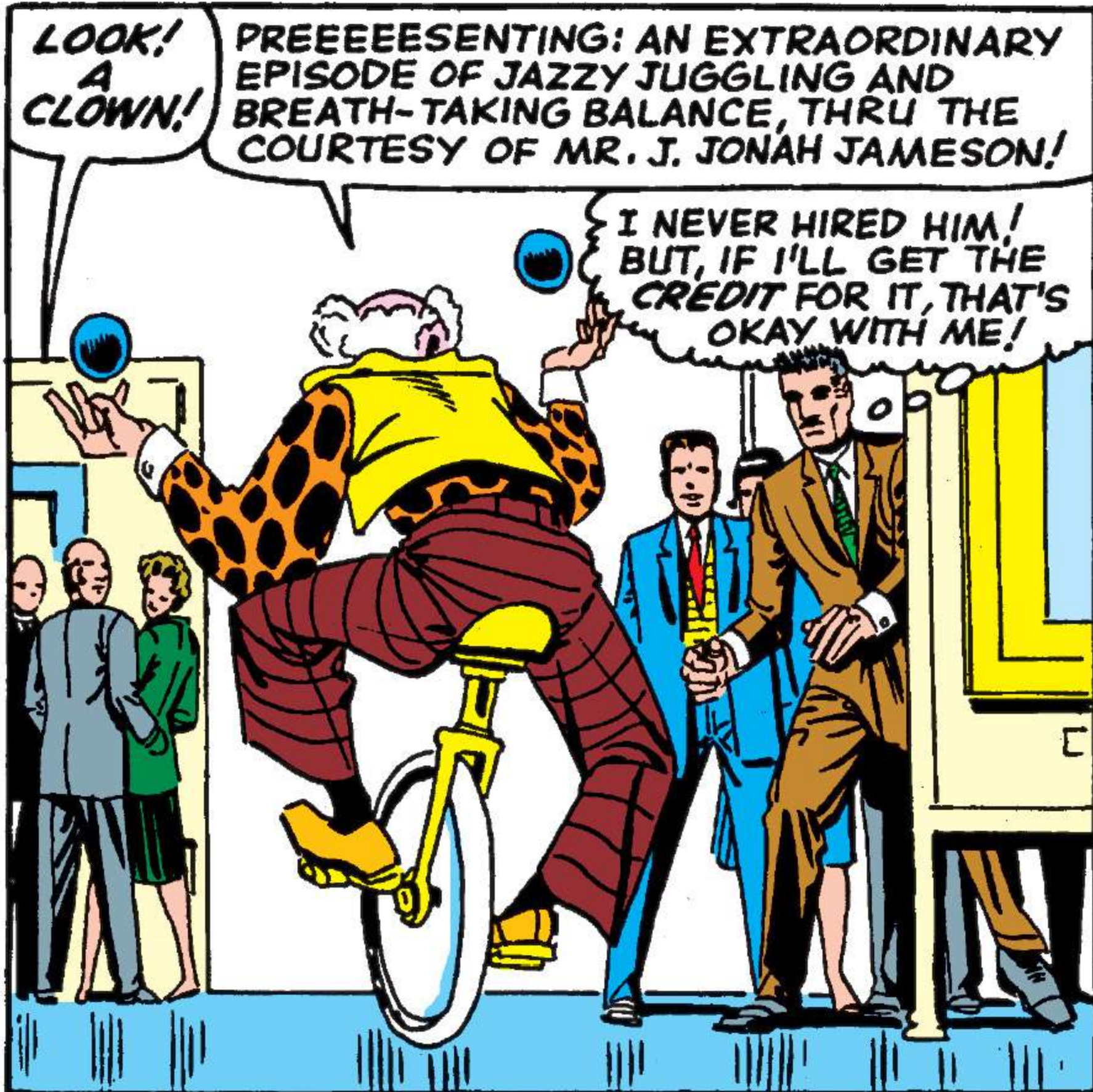
THAT'S THAT! WITH MY LITTLE ELECTRONIC GIZMO SECRETLY STUCK TO HIS FEDORA, I'LL BE ABLE TO FIND HIM ANY TIME I WANT TO!

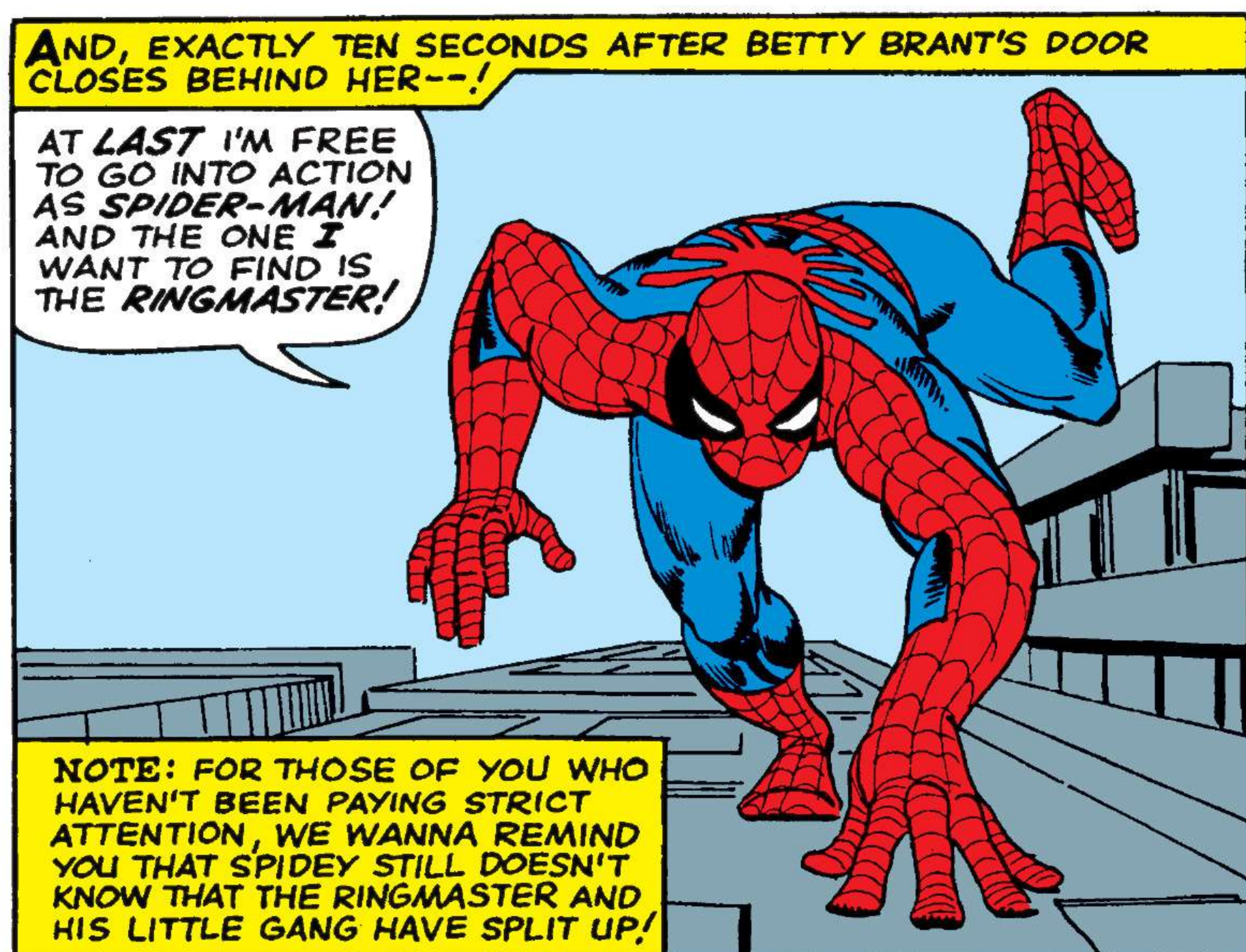


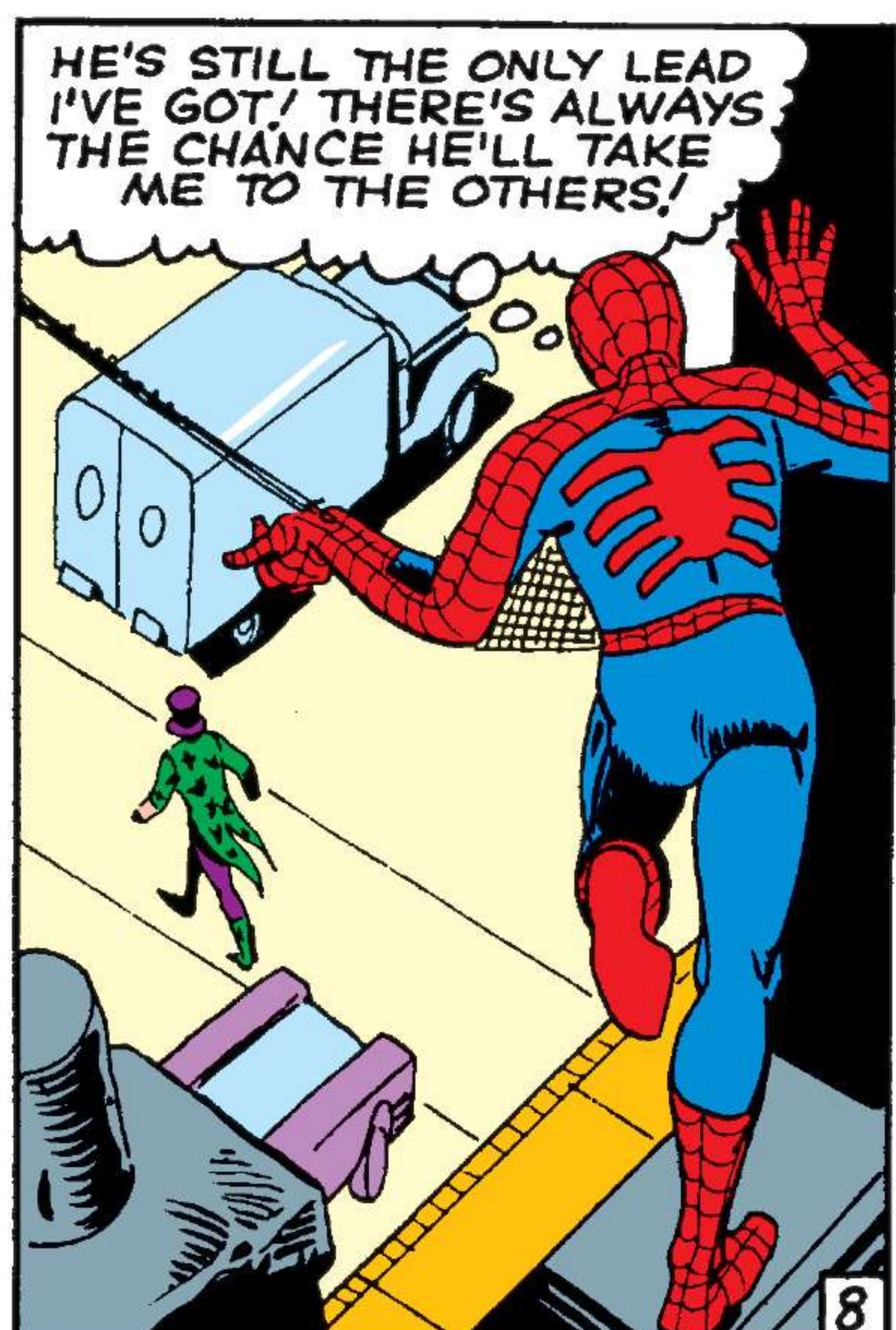












MINUTES LATER...

THOSE CRUMMY RAT FINKS! I GOT THEM ALL TOGETHER! TAUGHT THEM ALL THEY KNOW! AND NOW THEY'RE OPERATING WITHOUT ME! I'VE GOT A GOOD MIND TO TELL THE COPS WHERE TO FIND THEM!

NO! I'LL DO EVEN *BETTER* THAN THAT! FIRST, I'LL STEAL THE LOOT *FROM* THEM--AND THEN I'LL TURN THEM IN! THAT WILL BE POETIC JUSTICE!

SO! THEY BROKE UP WITH THE RINGMASTER, DID THEY? THAT COMPLICATES THINGS FOR ME!

MY FIRST JOB IS TO LEARN WHERE THE OTHERS ARE! AND I'LL DO IT LIKE *THIS*....!

SAY, RINGMASTER-- DO YOUR FRIENDS EVER CALL YOU *RINGO* FOR SHORT?

WHA--?? WHO-- WHO SAID THAT??

ONE THING'S SURE-- I'M NOT TUESDAY WELD! KEEP YOUR EYES ON YOUR HAT, SON!

THAT'S IT! BACK AND FORTH! BACK AND FORTH!

IT *WORKED*! EVERY FRIENDLY NEIGHBORHOOD SPIDEY NEEDS A HAT LIKE THAT!

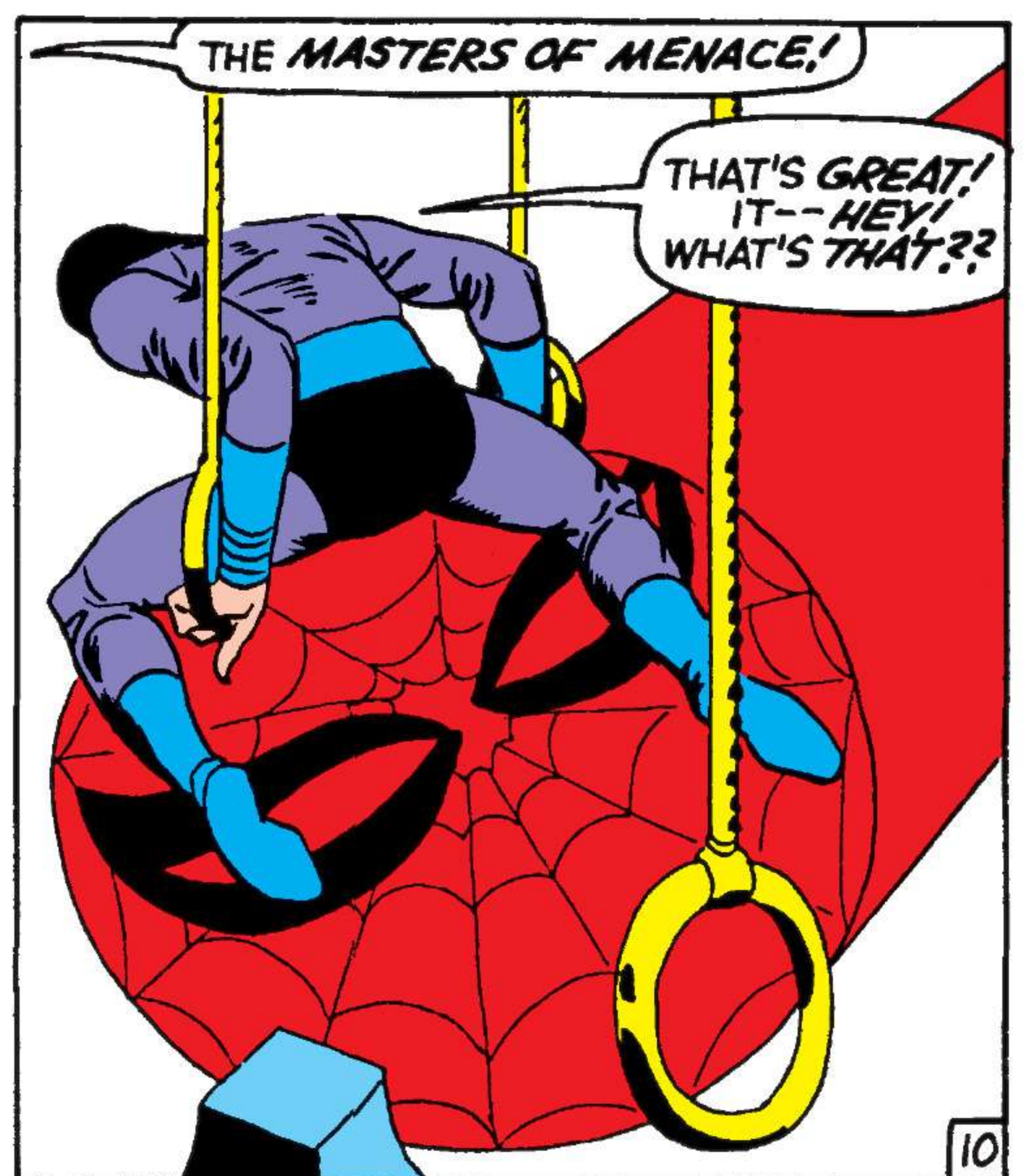
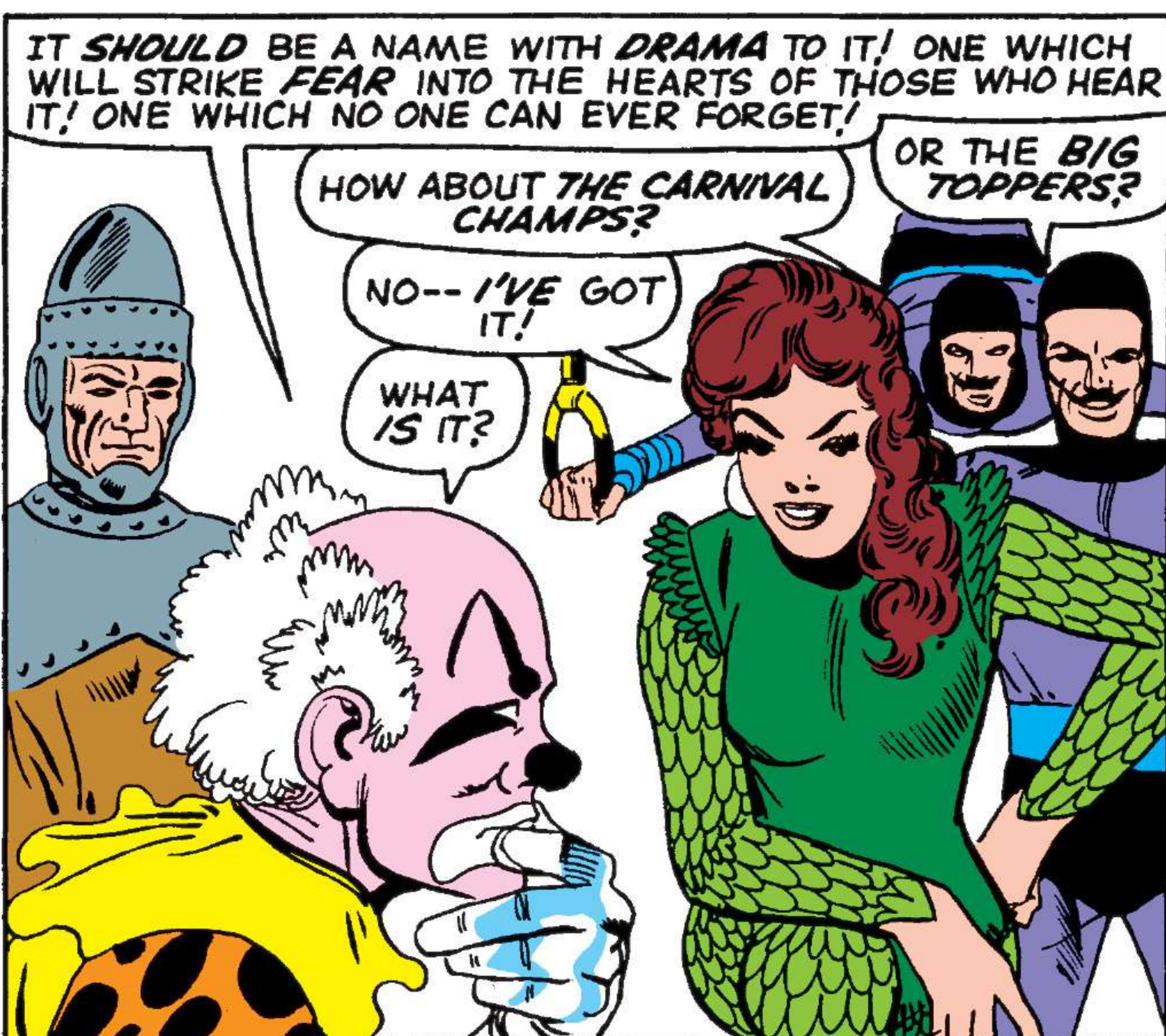
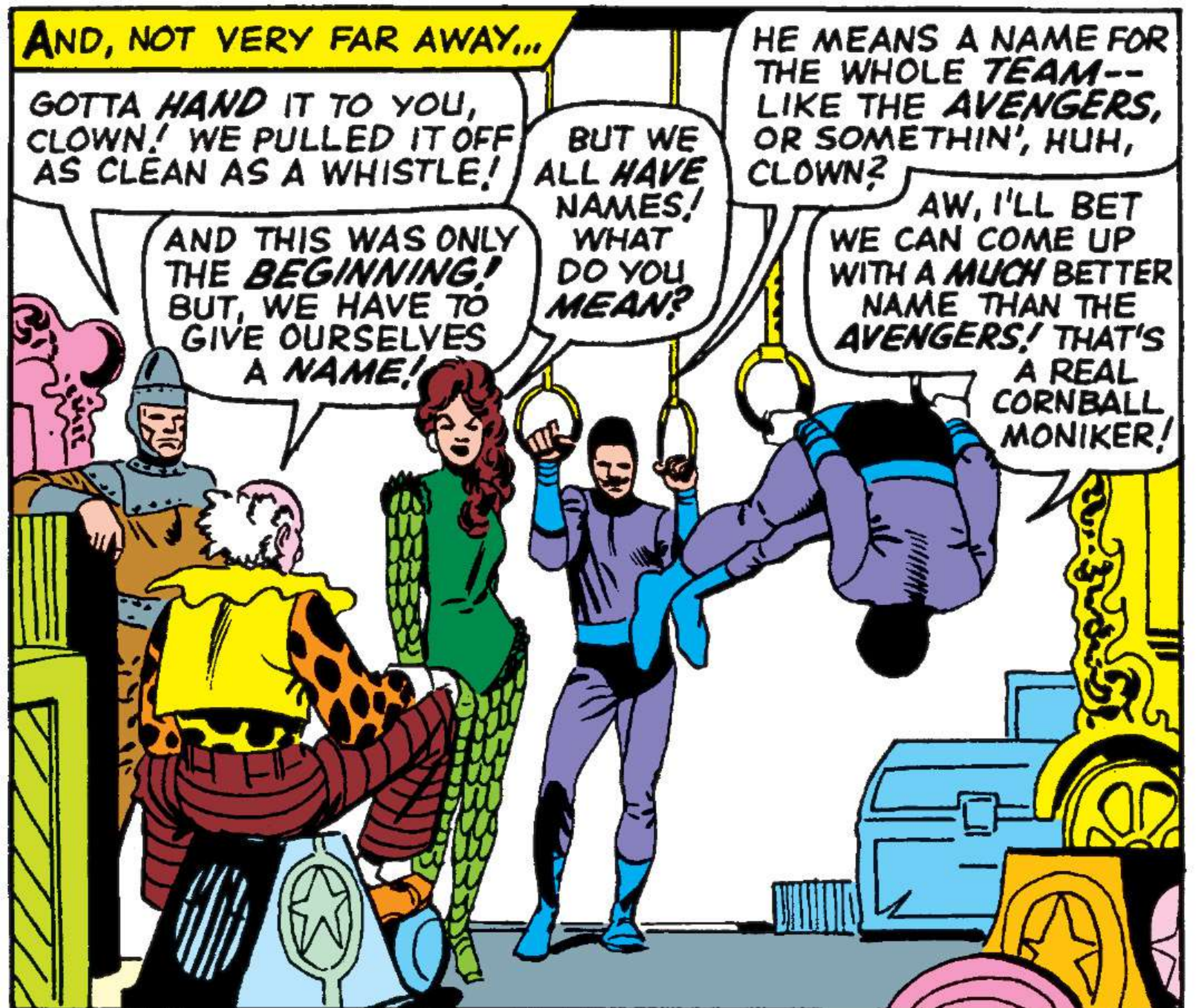
NOW, SLEEPY-HEAD, SUPPOSE YOU TELL ME WHERE THE CLOWN'S HIDEOUT IS?

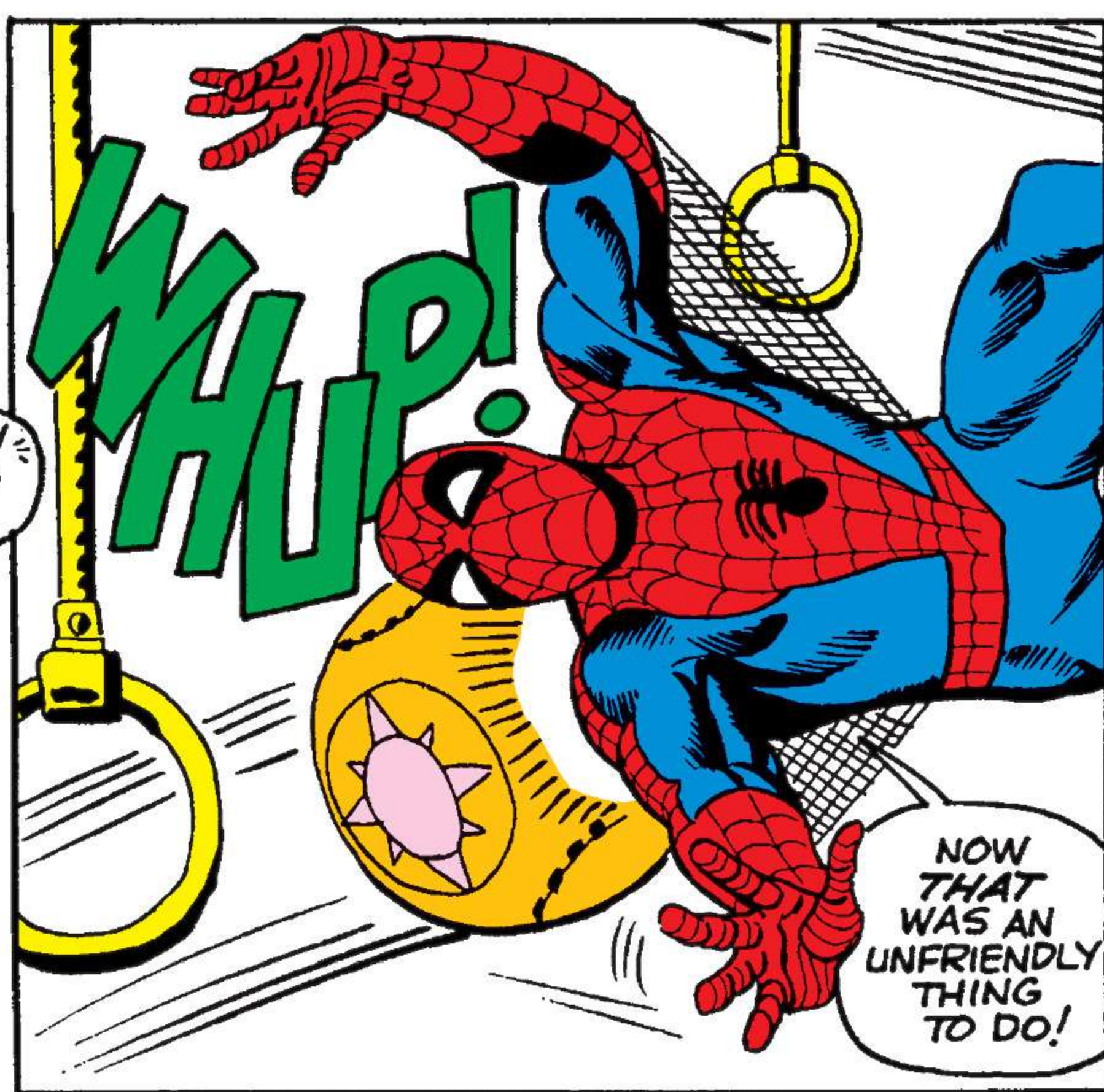
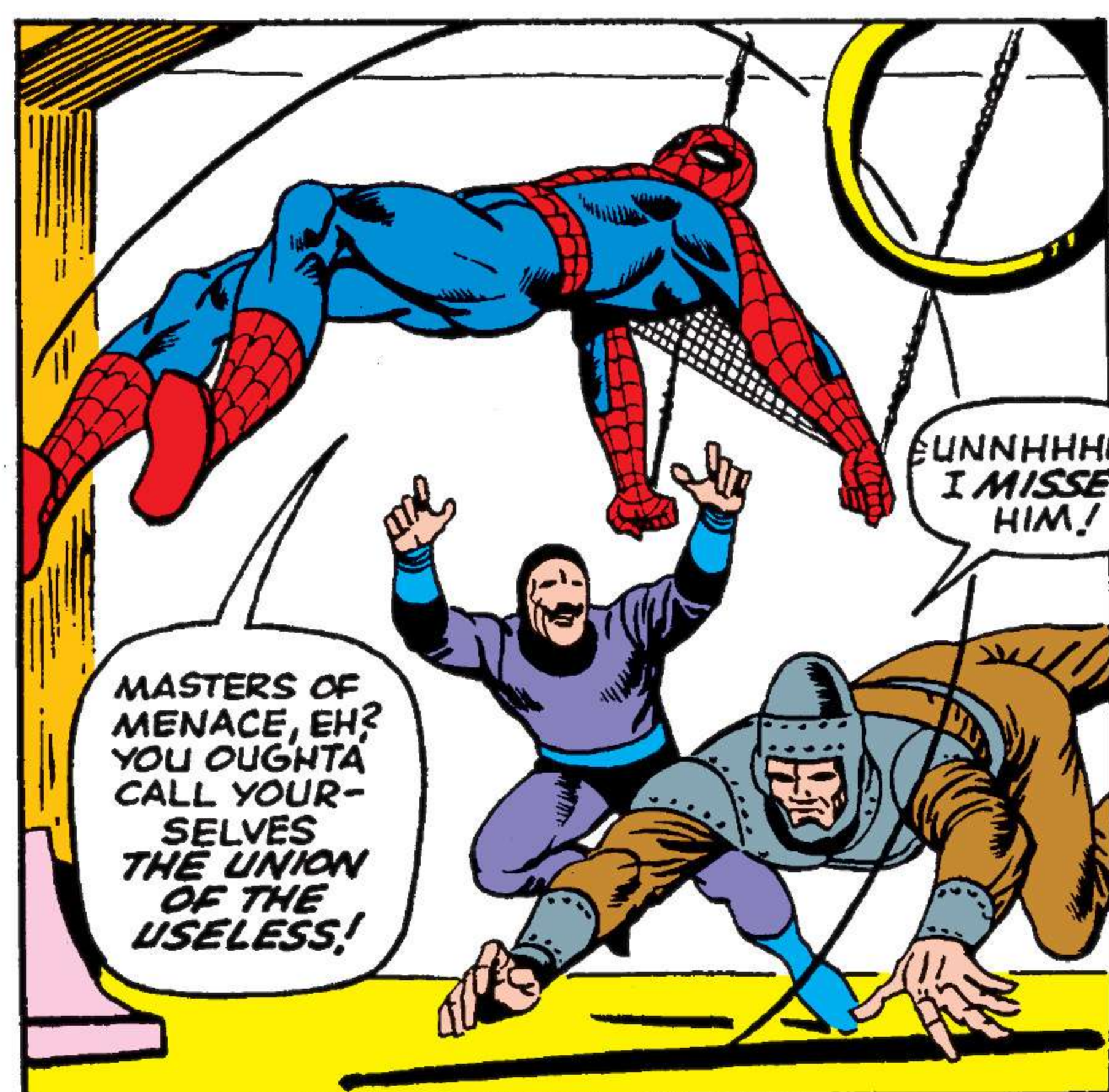
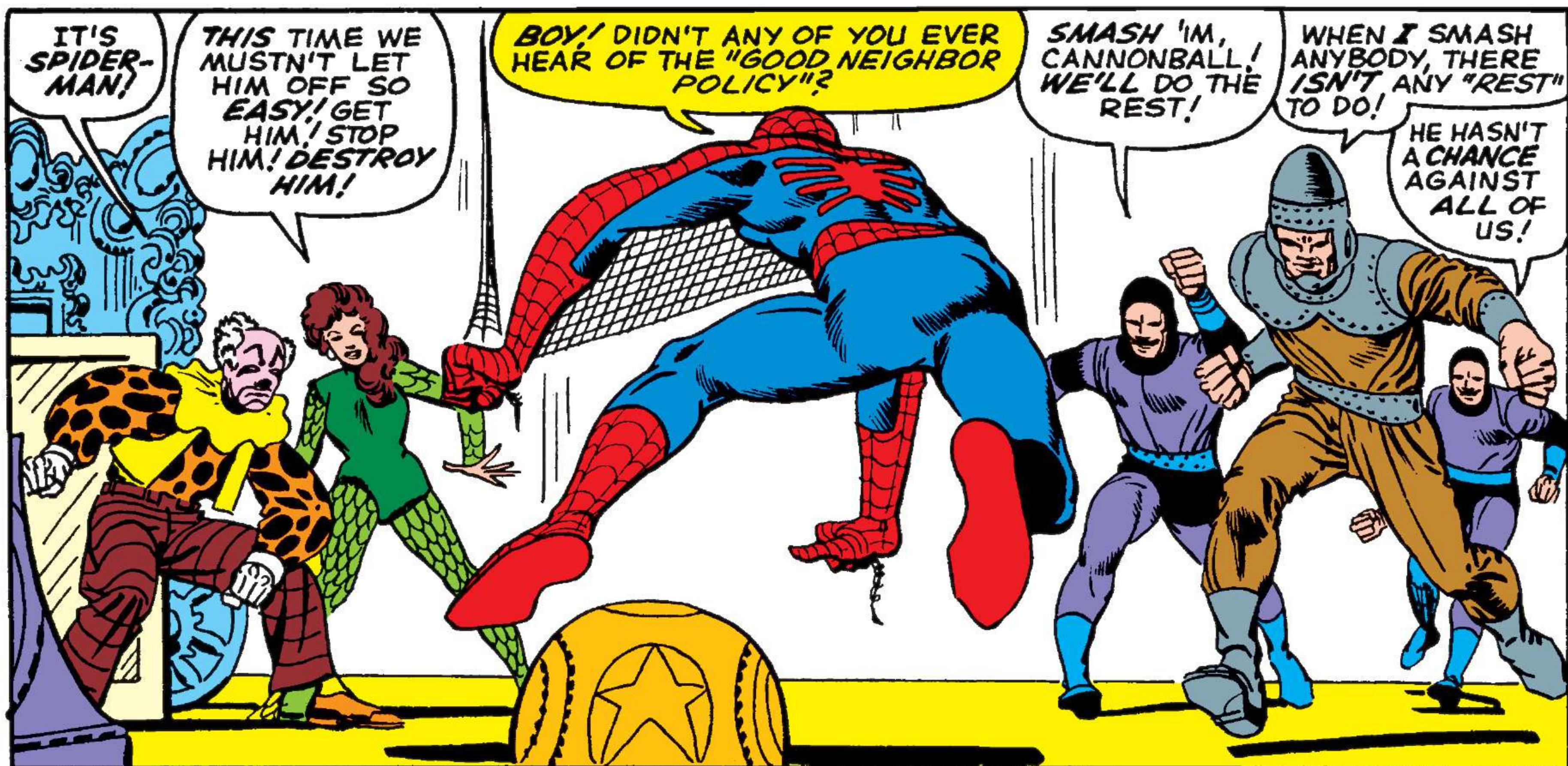
HE'S PROBABLY-- USING *MY* OLD HIDEOUT--

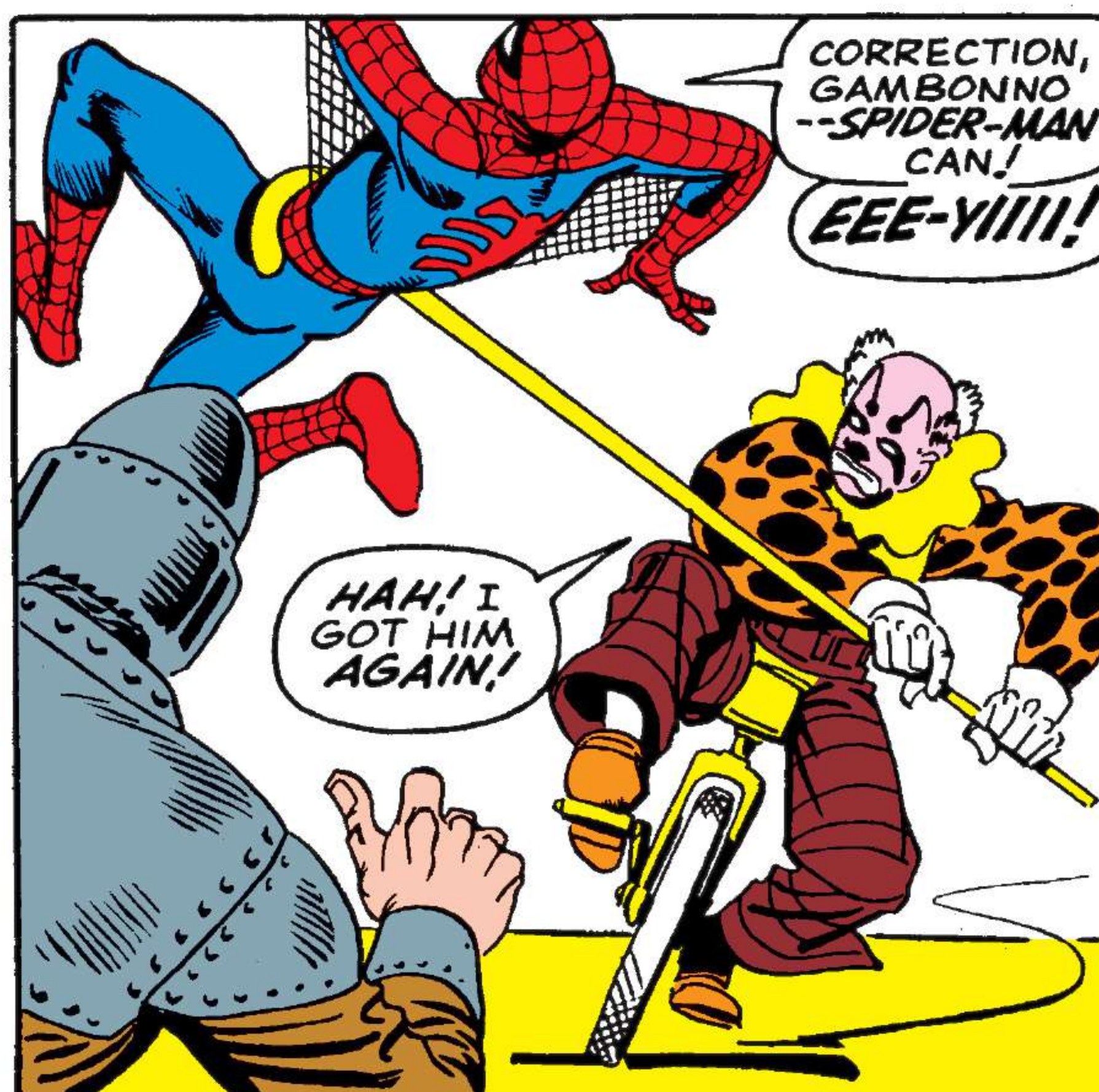
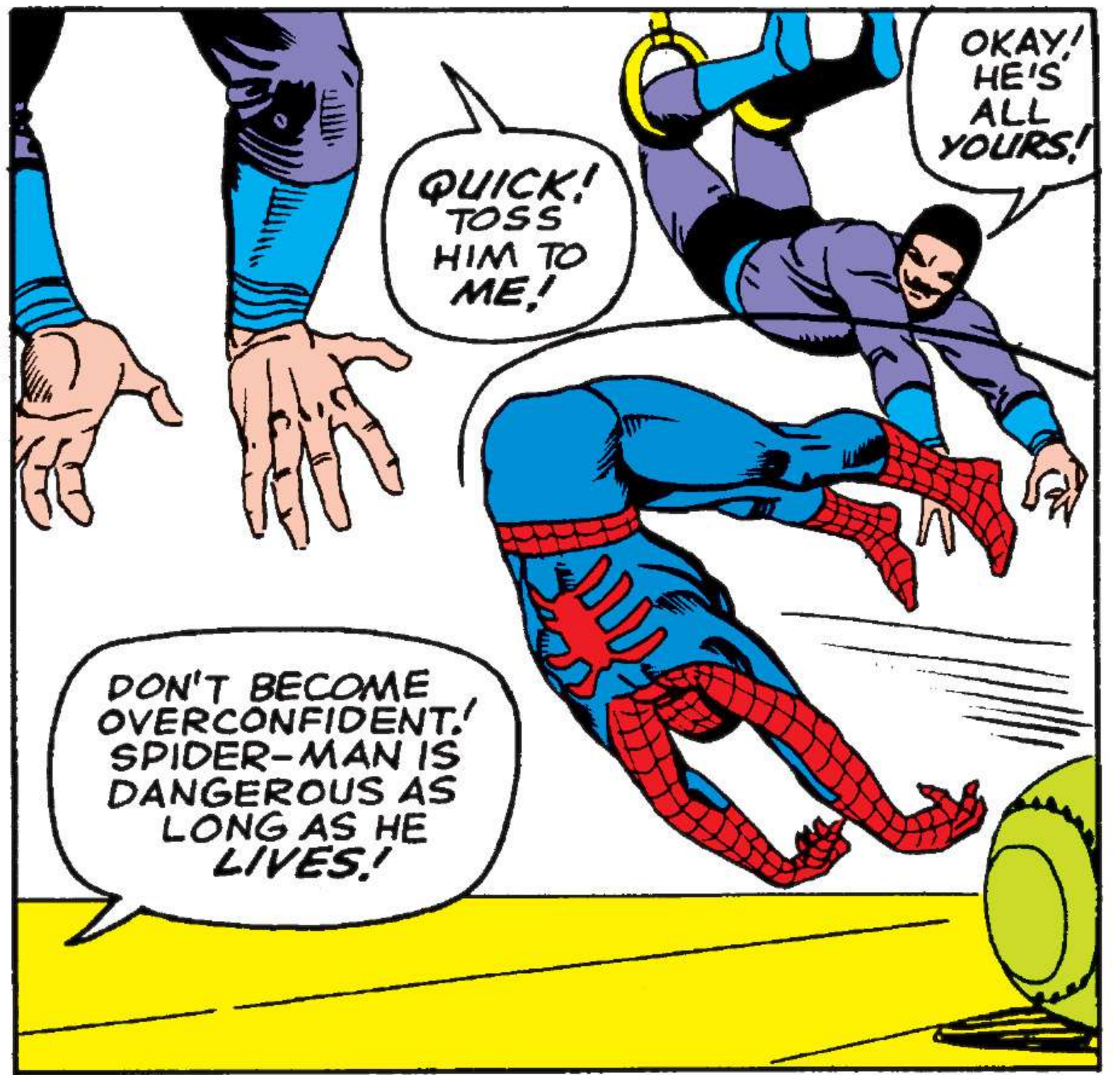
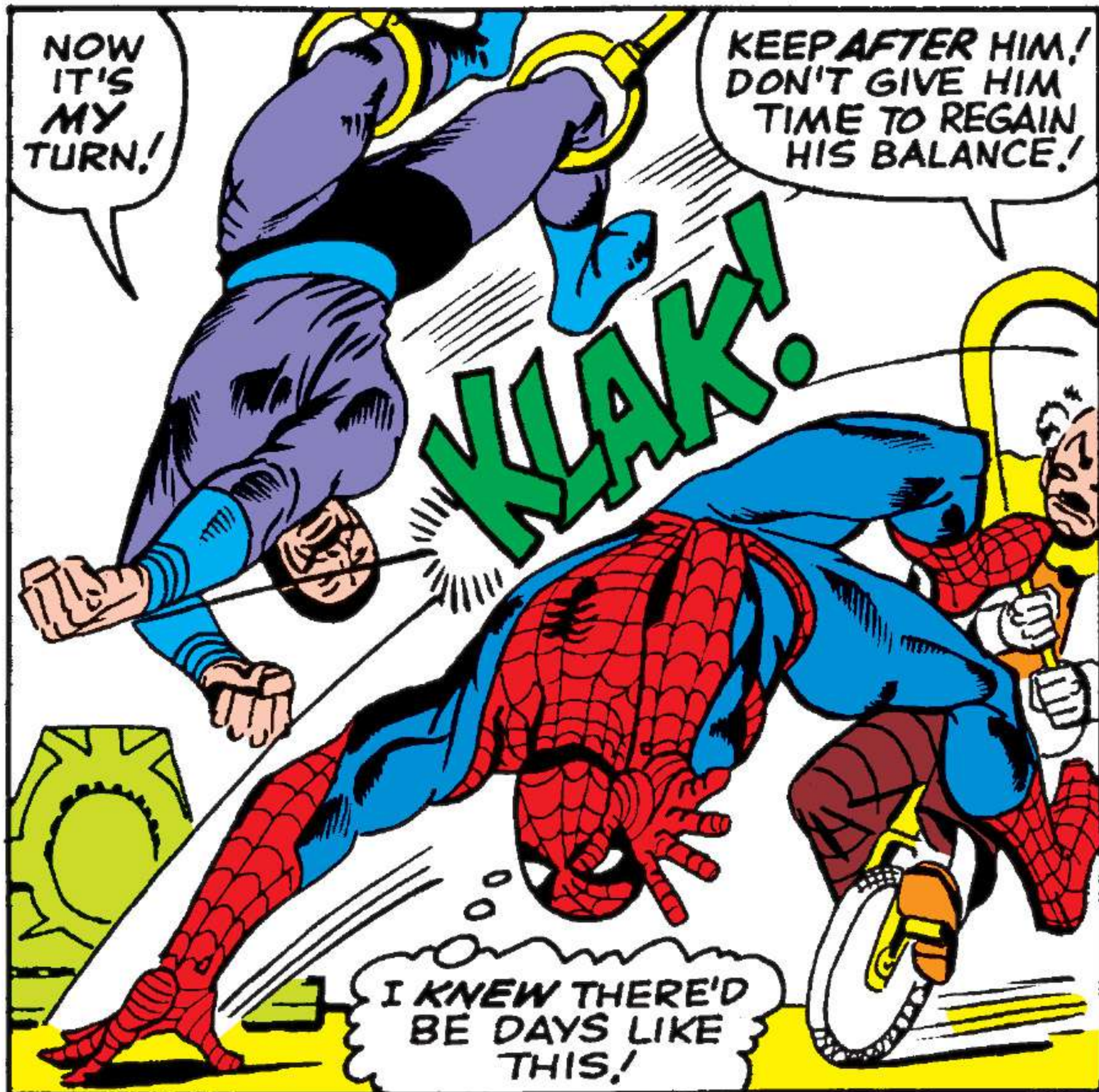
--THE WAREHOUSE WHERE WE STORE ALL OUR CIRCUS EQUIPMENT --ON WEST 22ND STREET!

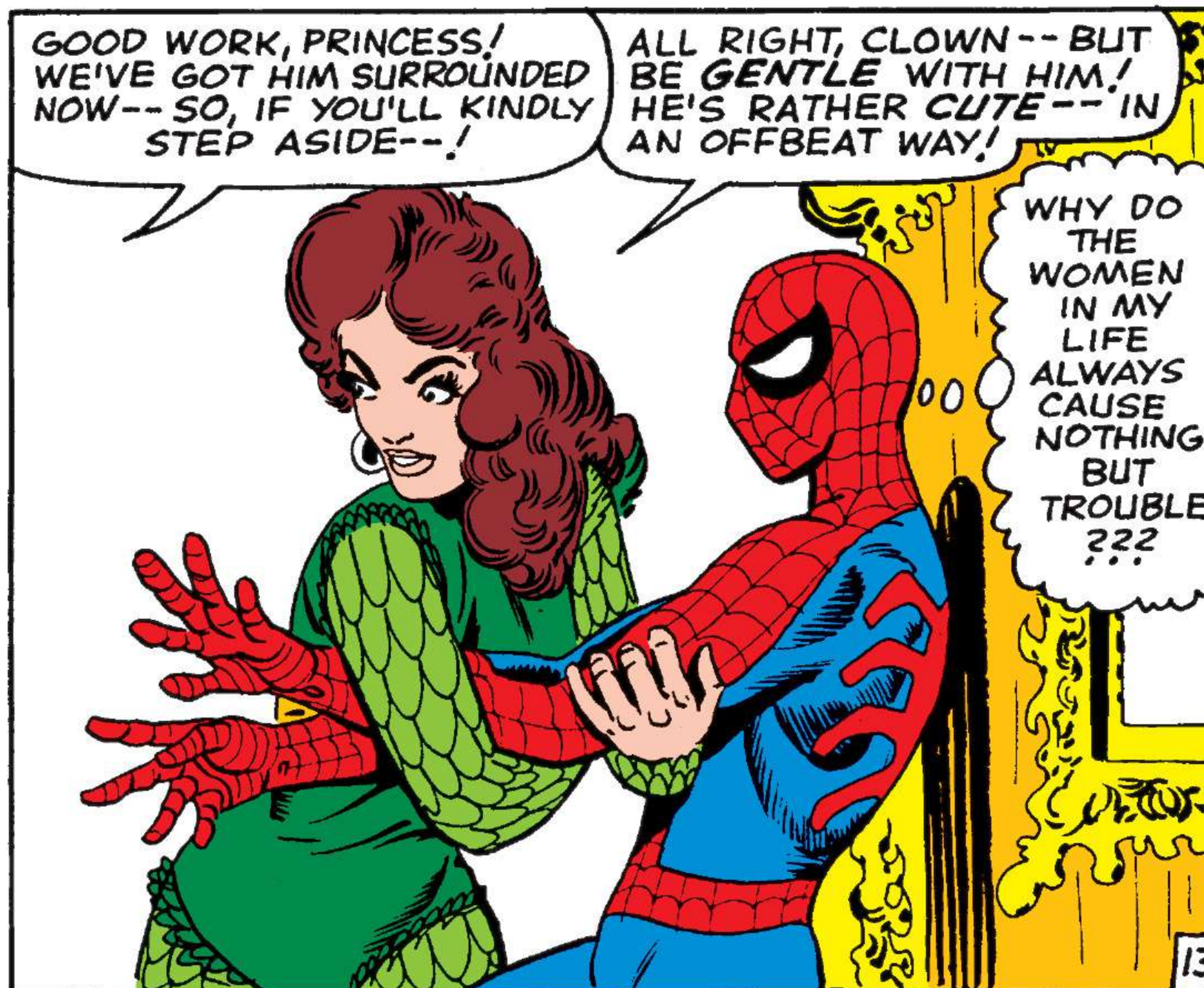
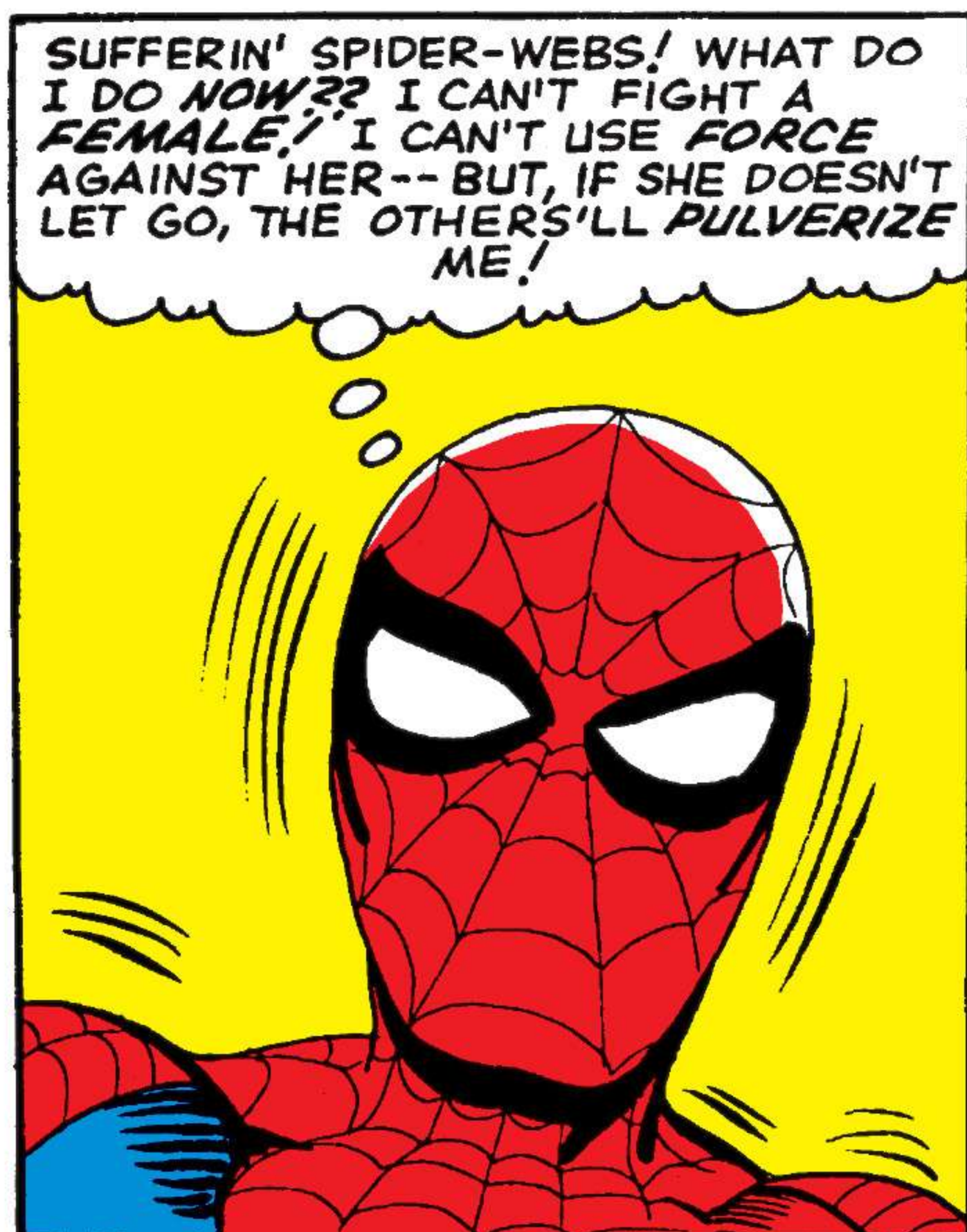
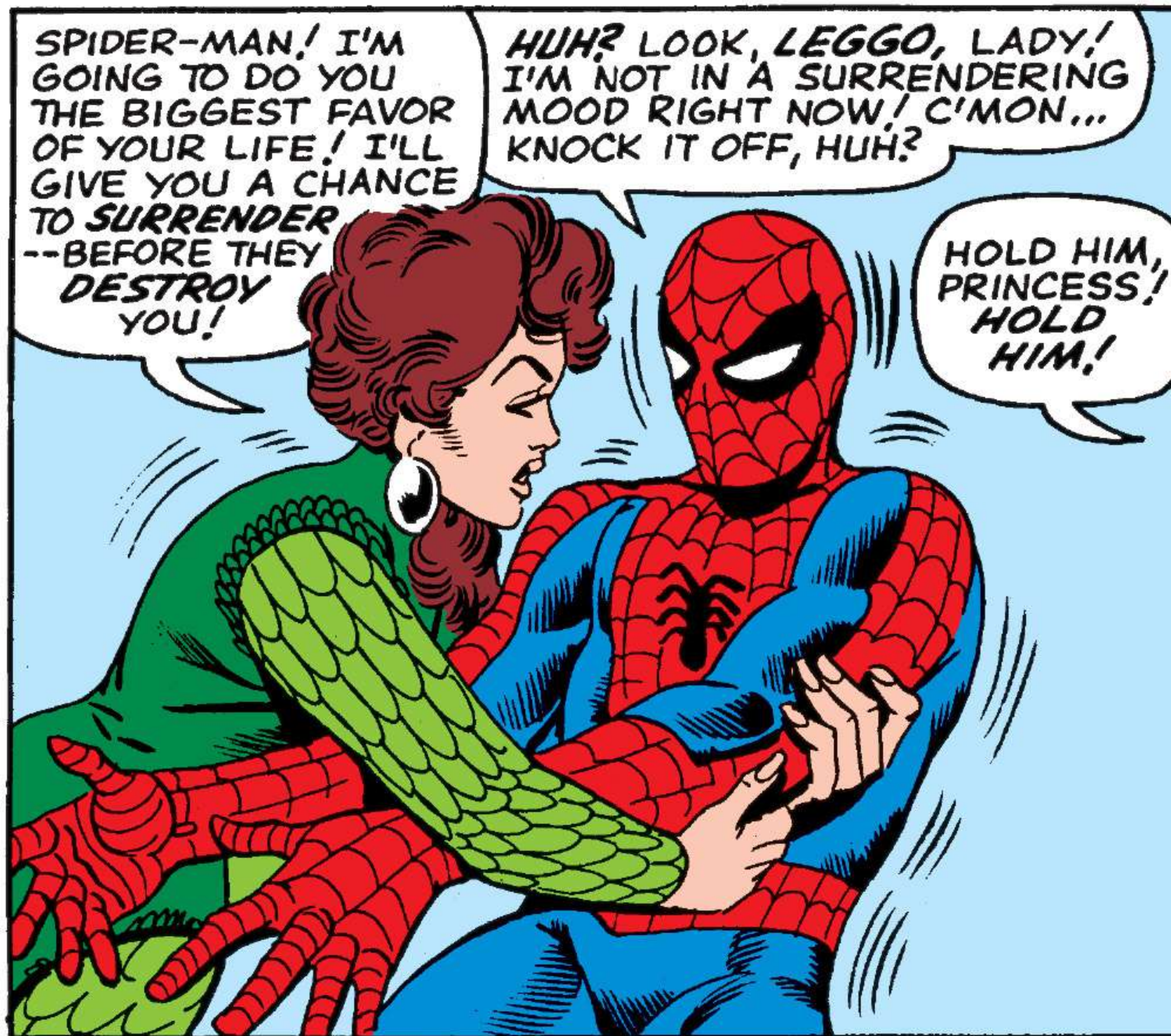
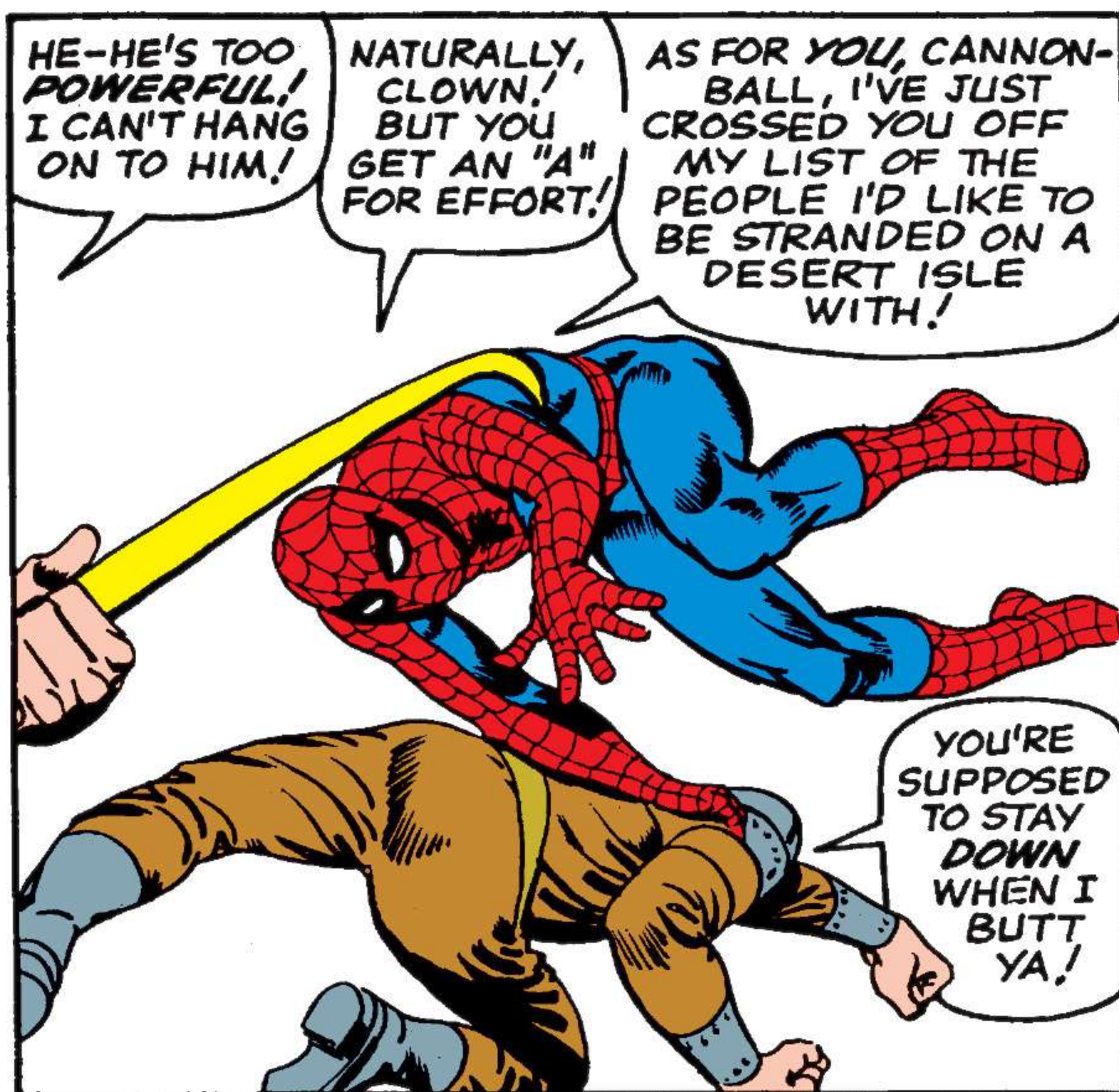
THANKS A HEAP, WIDE-EYES! AND NOW, IF YOU DON'T MIND, I'D LIKE TO USE YOUR PHONE!

AND IT LOOKS TO ME LIKE YOU WON'T MIND *ANYTHING* FOR A WHILE!





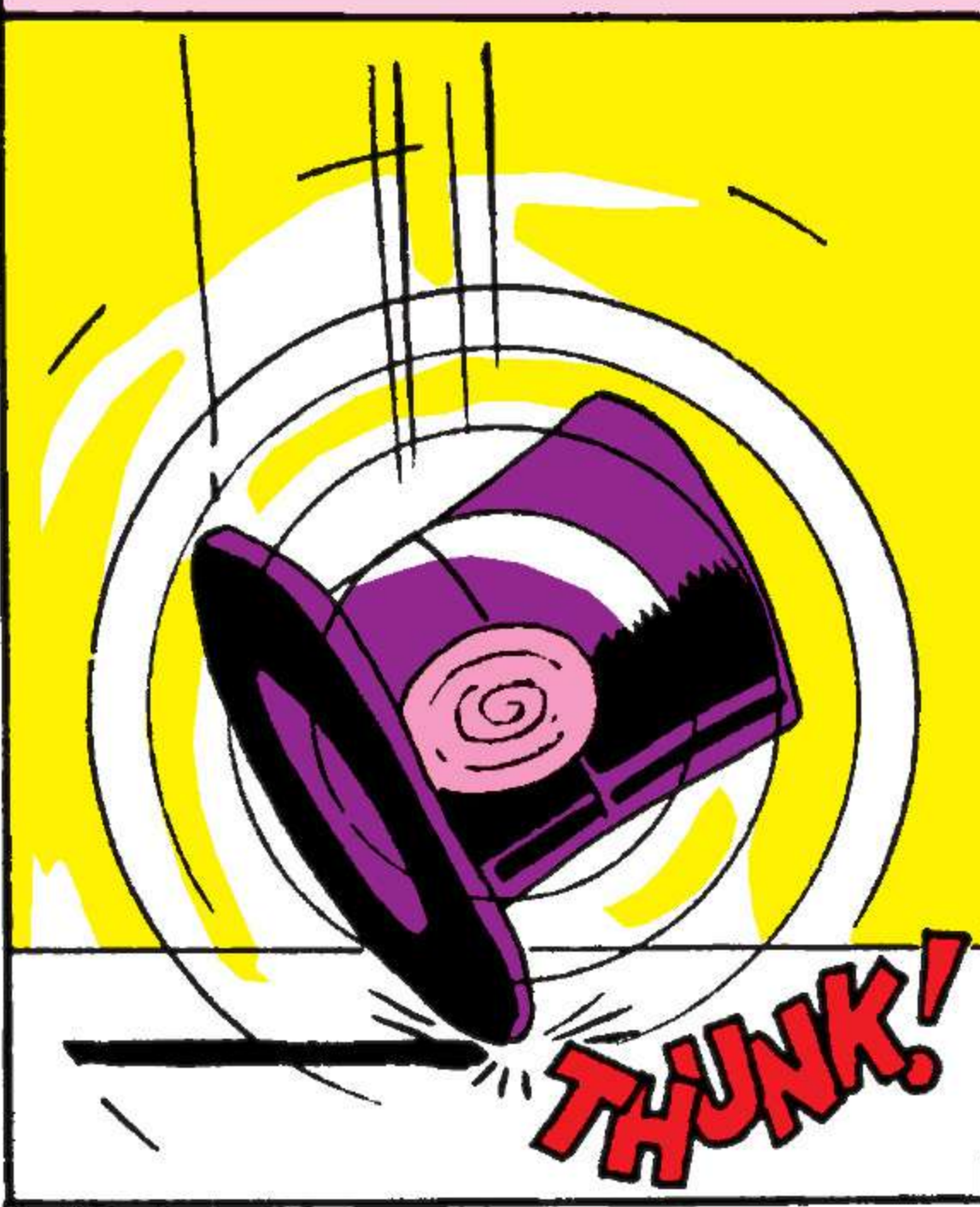




MEANWHILE, BACK AT THE RINGMASTER'S APARTMENT, THE SLIGHTLY SWAYING HYPNOTIC HAT CONTINUES TO HOLD HIM IN ITS SPELL...



BUT, NOTHING LASTS FOREVER-- NOT EVEN THE ADHESIVE WEBBING OF AMAZING SPIDER-MAN! THUS--SUDDENLY--



AND SO, SLOWLY-- SINISTERLY-- THE GLEAM OF INTELLIGENCE BEGINS TO RETURN TO THE COLD, MALEVOLENT EYES OF THE RINGMASTER!



WHILE, IN A QUIET HOSPITAL ROOM, BETTY BRANT PATIENTLY KEEPS HER LONELY VIGIL...



AND THEN... HE'S VERY FORTUNATE, MISS BRANT! THE X-RAYS SHOW NO INTERNAL INJURIES! HE SHOULD BE RECOVERING CONSCIOUSNESS BEFORE LONG!



PETER WILL BE GLAD TO LEARN THAT-- BUT, COME TO THINK OF IT-- WHERE IS PETER?? I HAVEN'T SEEN HIM ALL DAY!

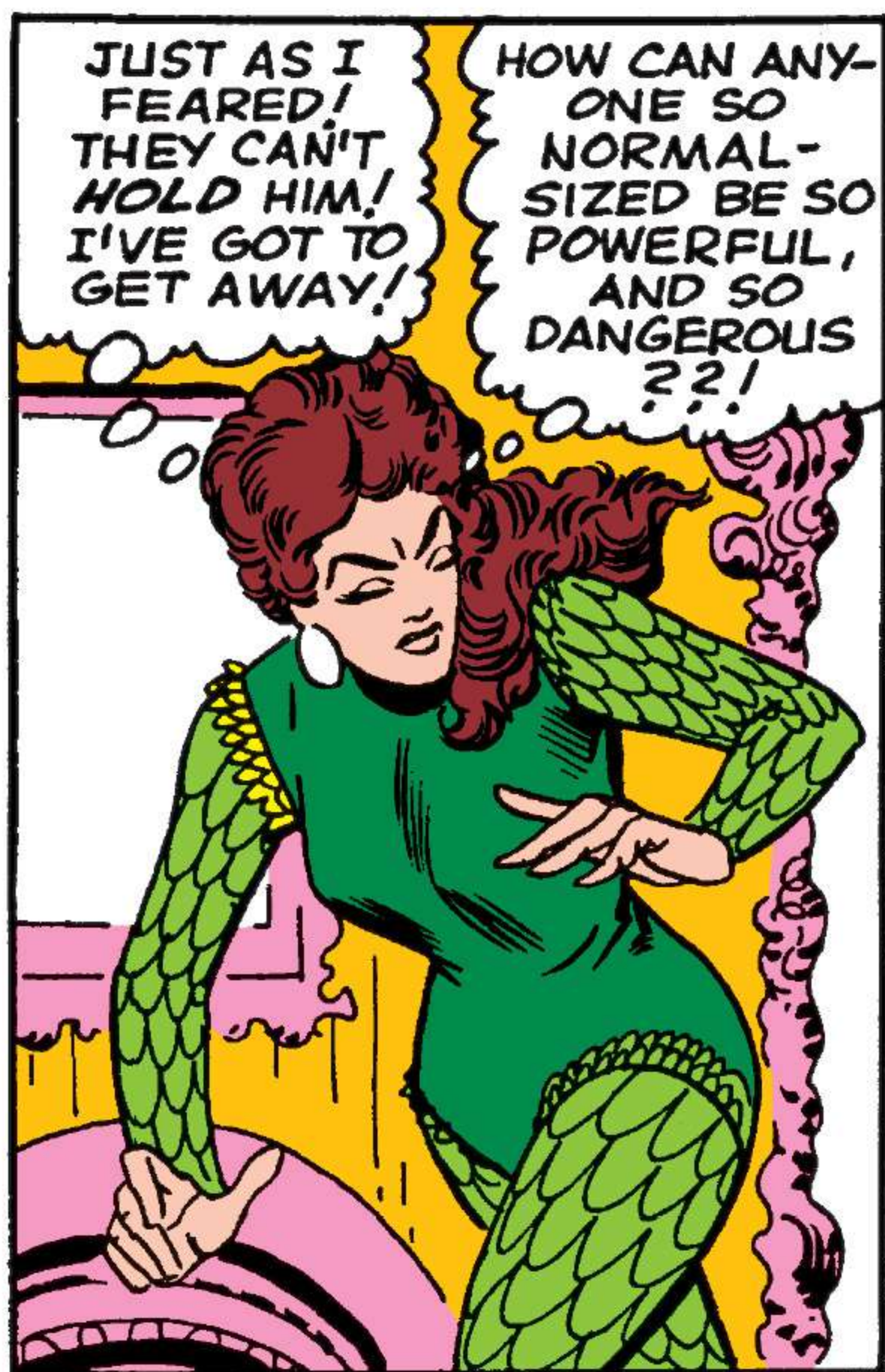


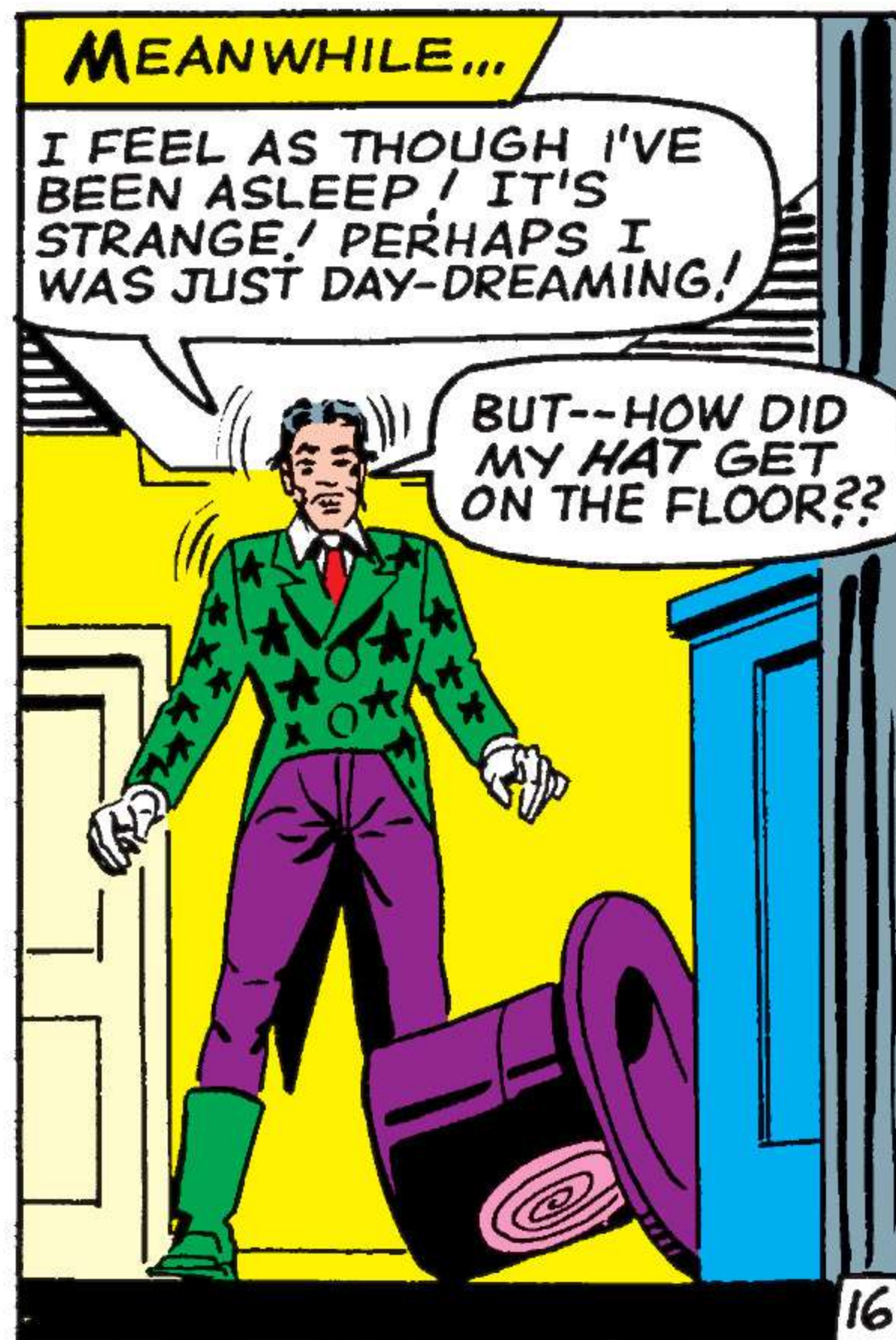
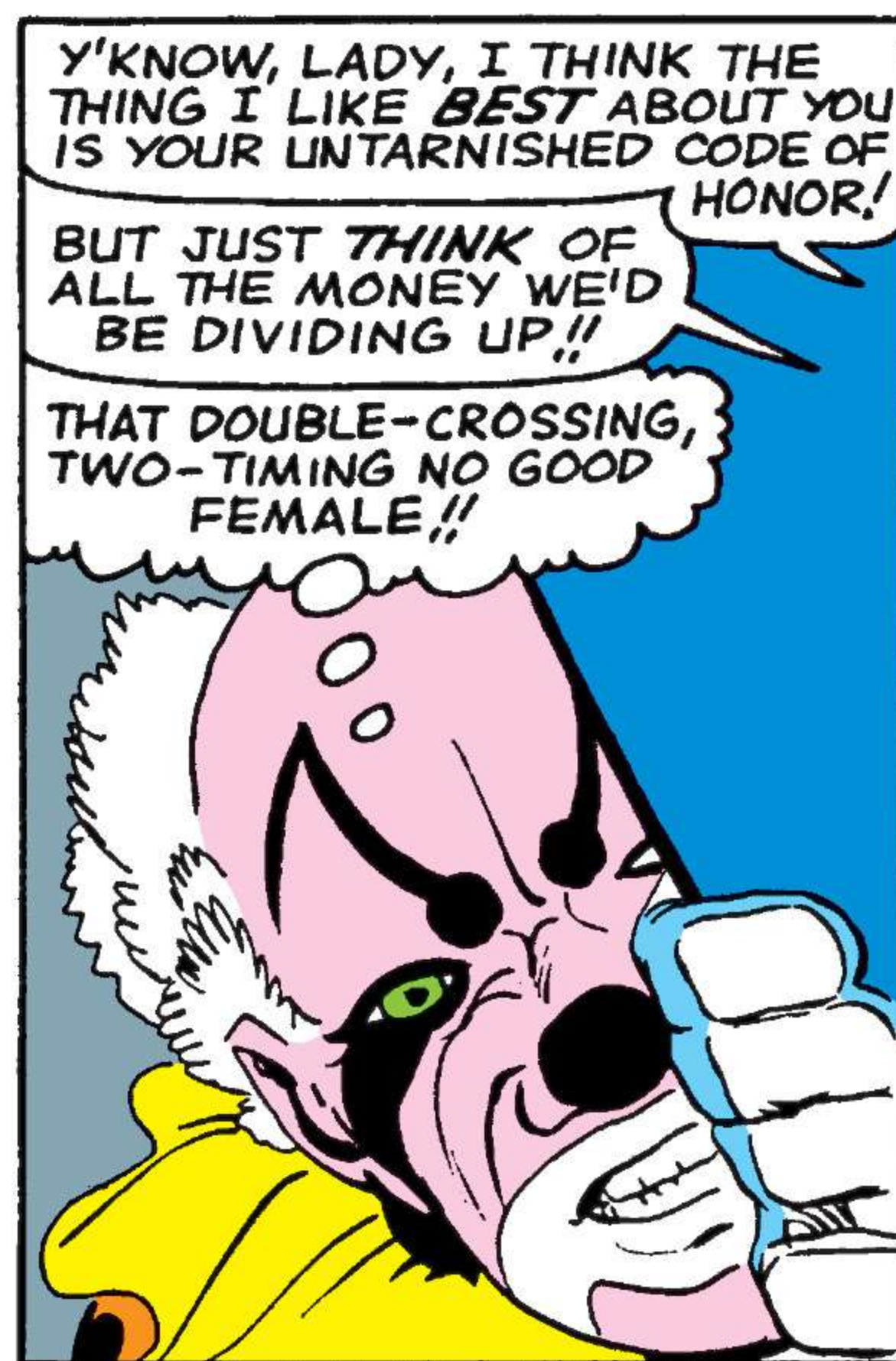
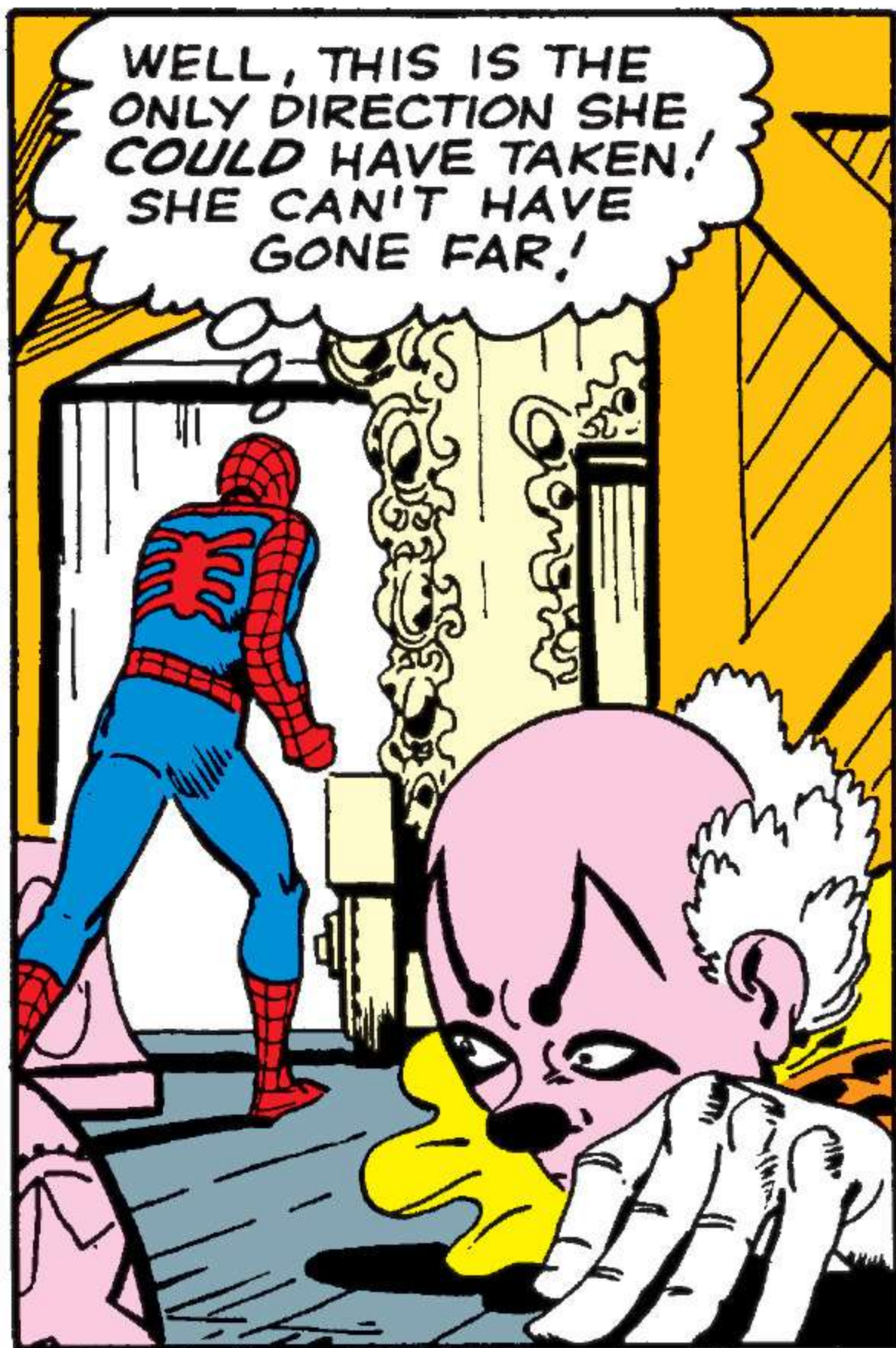
OKAY! THAT'S ENOUGH OF A PAUSE FOR YOU! NOW IT'S TIME TO GET BACK TO OUR WEB-SPINNING BOY WONDER-- SO, HERE WE GO--!

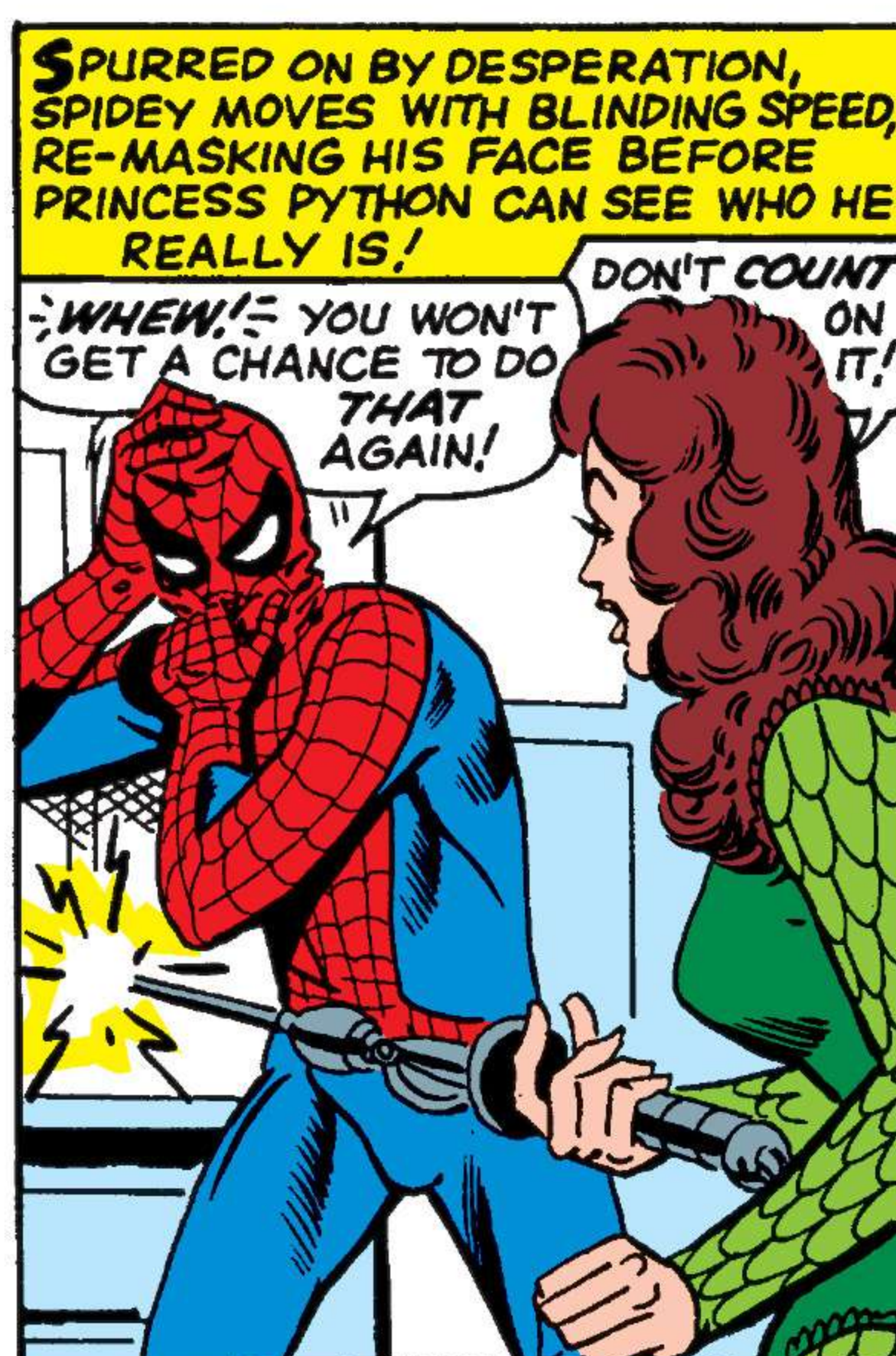


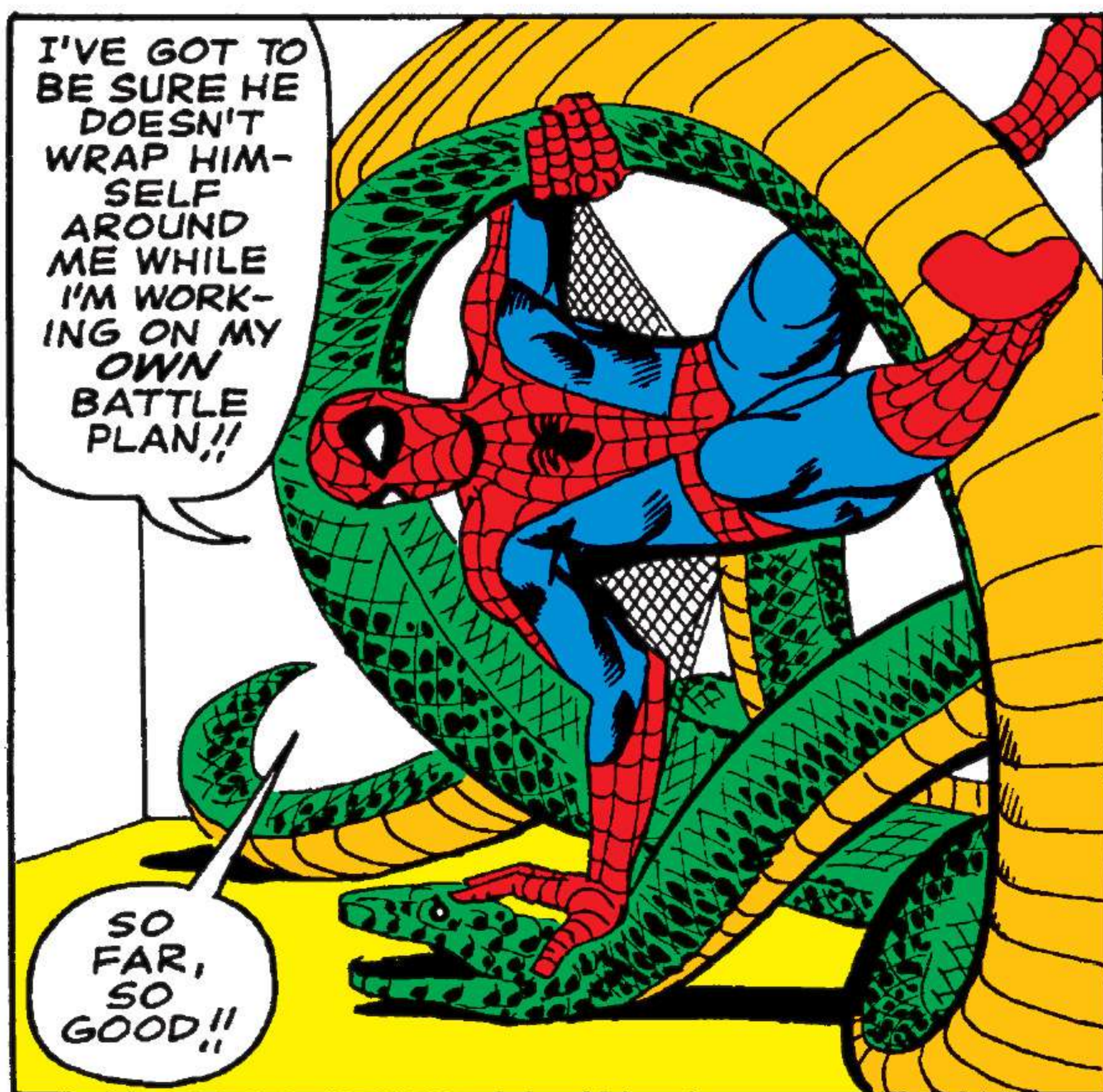
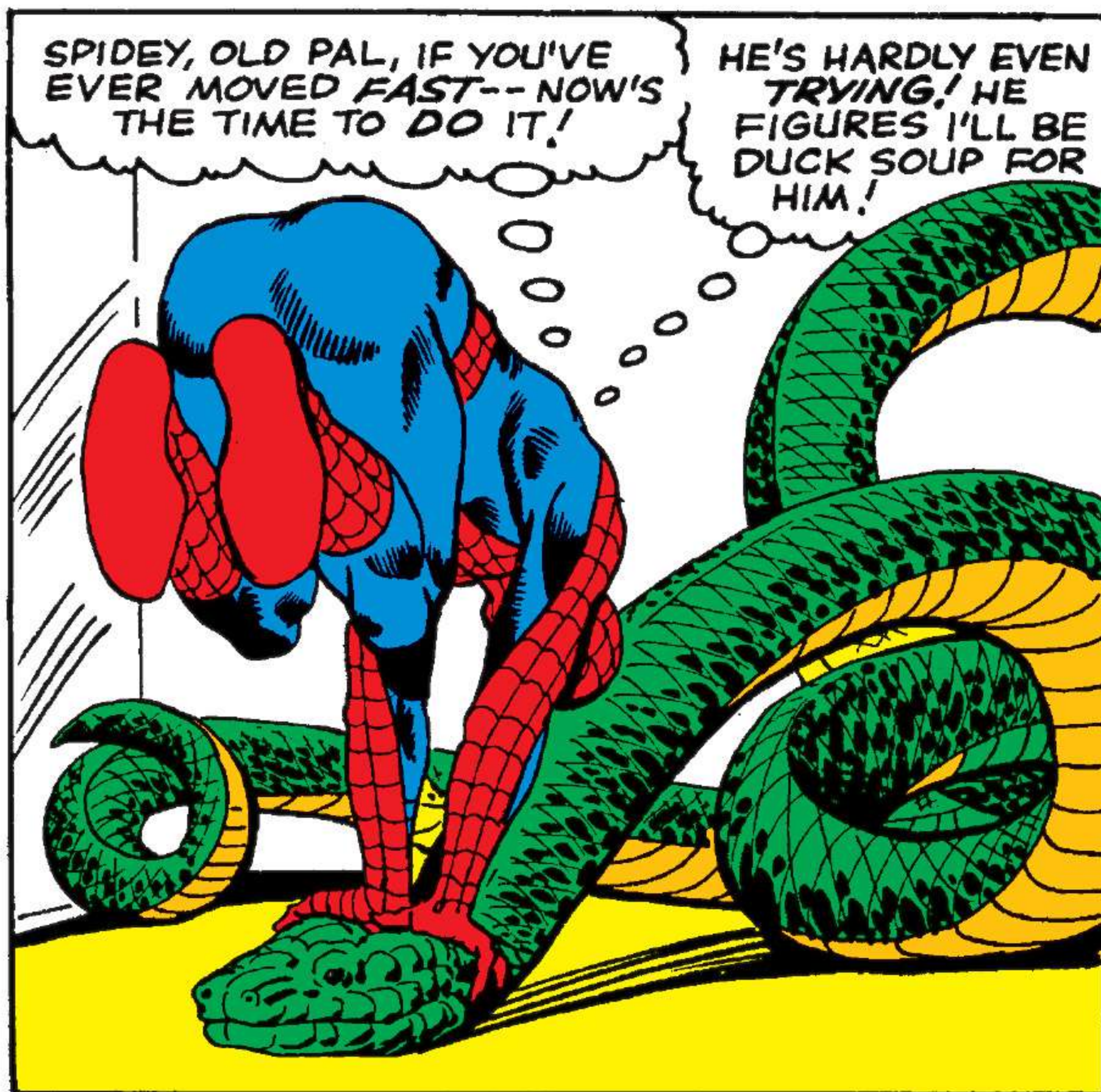
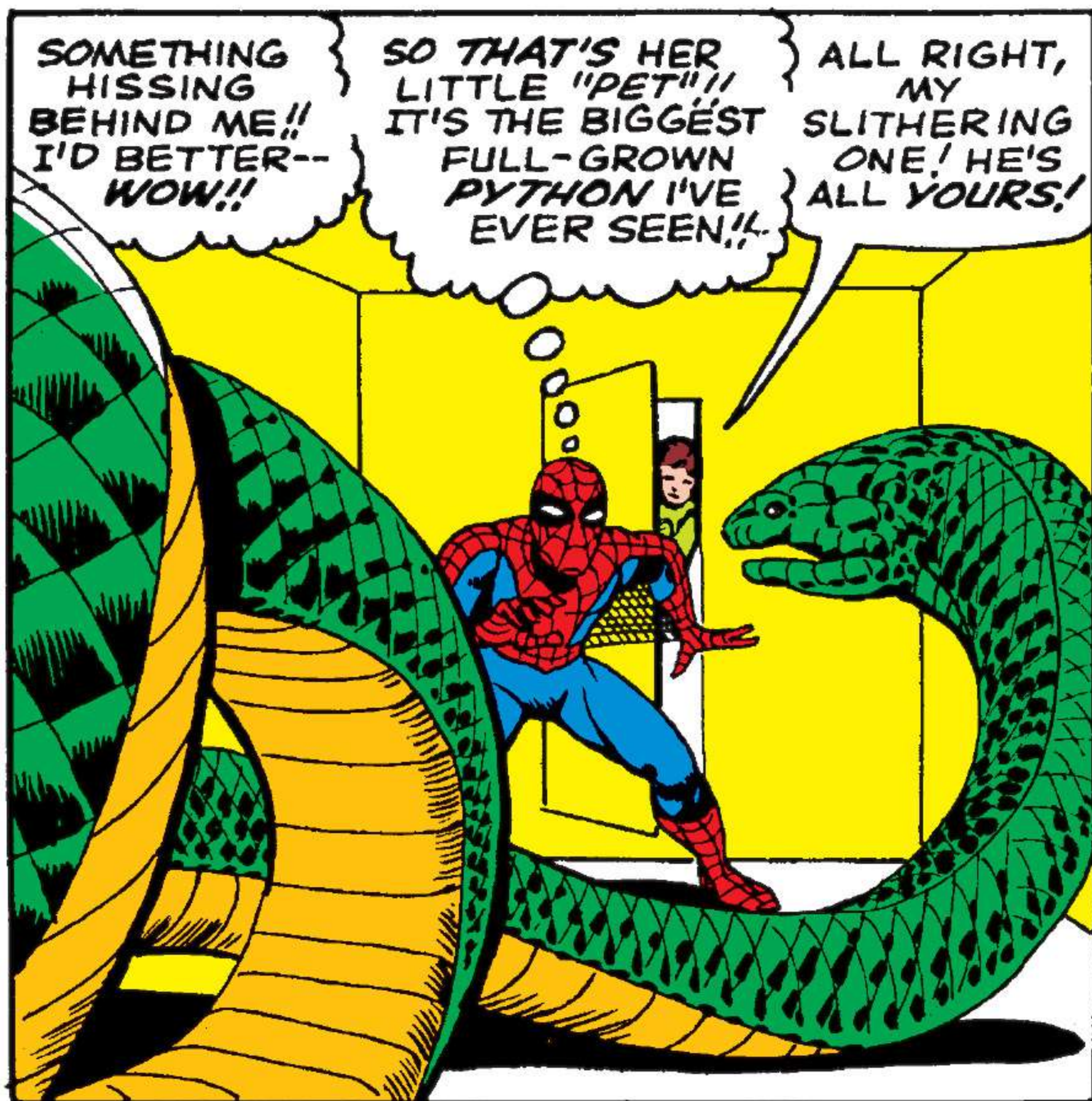
YOU'VE GOT THAT BACKWARDS, BOYS! YOU'VE ALL GOT ME EXACTLY WHERE I WANT YOU! JUST WATCH!











AND, JUST AROUND THE CORNER,...

FIRST, I'LL MAKE OFF WITH ALL THE PRICELESS PAINTINGS--AND THEN I'LL RETURN FOR MY REVENGE!!



SAY! DID I HEAR SOMETHING BEHIND ME??

I MUST JUST BE GETTING JITTERY! THERE'S NOBODY THERE-- UHHHH!!

I TOLD YOU THAT NOBODY DOUBLE-CROSSES THE RINGMASTER! NOW I'LL TAKE THOSE PAINTINGS, CLOWN!



HAH! SO I WIN AFTER ALL! ONCE I COLLECT THE MONEY FROM THESE MASTERPIECES, I'LL BE ABLE TO HIRE AS MANY UNDERLINGS AS I PLEASE, TO FORM A NEW CIRCUS OF CRIME!



BUT, EXACTLY ONE SECOND LATER,...

DIDN'T EXPECT ME TO FOLLOW YOU, DID YOU, RING-MASTER?

ALL RIGHT, BOYS! RELIEVE HIM OF THOSE PAINTINGS AND HOLD THEM AS EVIDENCE!

OH NO! NOT AGAIN! I CAN'T FAIL AGAIN!!

WHO SAYS YOU CAN'T?



AND, COMING UP FAST IN THE HOME STRETCH, WE FIND...

NO! DON'T TOUCH ME! STAY AWAY! I WON'T GO TO PRISON! I WON'T!



WHAT'S THAT RACKET THERE??

THE POLICE!! THEY'RE IN FRONT OF ME-- AND SPIDER-MAN IS RIGHT BEHIND!!

YOU'RE LUCKY! OTHER GIRLS ARE SITTING HOME TONIGHT, WITH NOTHING TO DO!



I'LL LEAVE HER TO THE LAW! THEY KNOW HOW TO HANDLE BIG, BAD FEMALES LIKE THAT!

WE'VE BEEN LOOKING FOR YOU, PRINCESS! CALL THE PADDY WAGON, BOYS!



I'LL JUST GET A SHOT OF THIS! IT'LL BE THE BEST MEDICINE ANYONE CAN GIVE TO OL' J.J.J.!

I WONDER WHAT THOSE "MASTERS OF MENACE" WOULD SAY IF I ASKED 'EM TO SMILE?!!



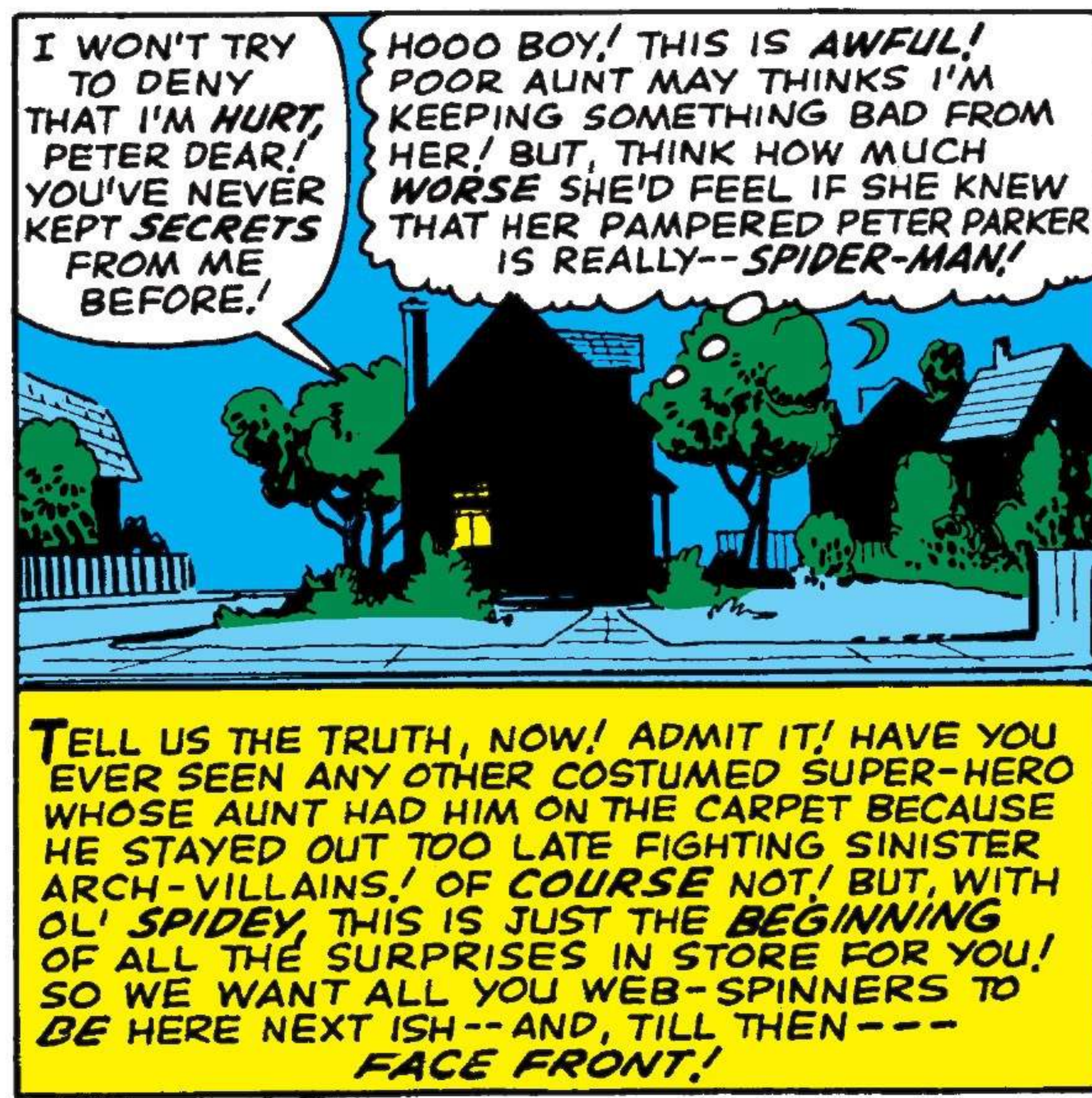
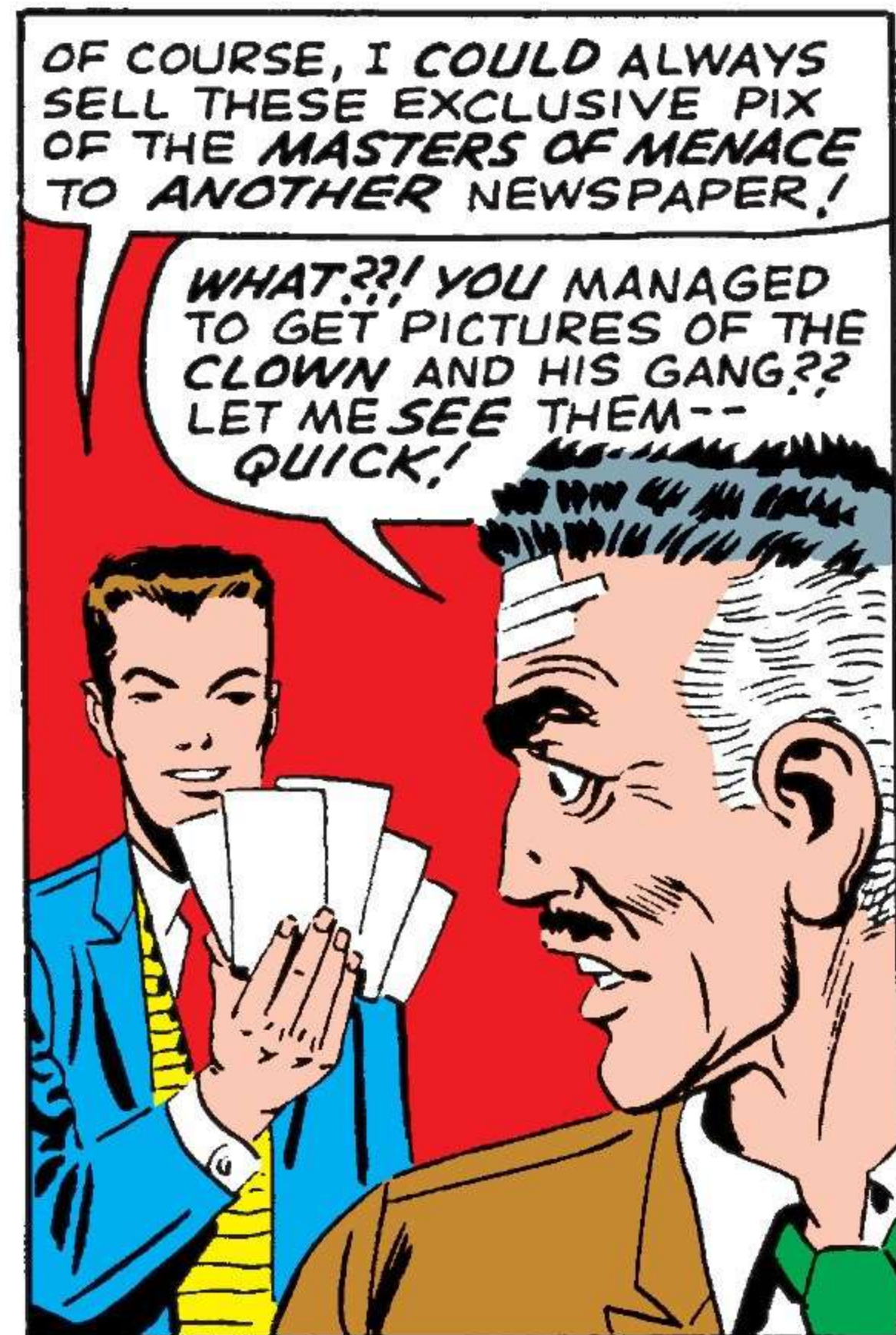
AND SO, A SHORT TIME LATER,...

I UNDERSTAND YOU WERE HERE AT THE HOSPITAL WHILE I WAS ILL, MISS BRANT! TOO LAZY TO GO TO WORK, EH??

HE'S AS NASTY AS EVER-- SO I KNOW HE'S ALL RIGHT NOW!

HI, MISTER JAMESON!







SPIDER'S WEB

Dear Stan and Steve:

Bill Dubay, Keith McWalter and Jerry McCall are all wrong in their guesses about who the Green Goblin is. Only Mysterio would think of a costume or weapons like that. I say the Green Goblin is Mysterio. Am I right? When Spider Man tackled those actors, he thought they were criminals. They *would* make a good idea for a Criminal Team. Why don't you have some real criminals dressed like that, attack Spidey? Why does Aunt May have to have such a pointed chin? Why don't you have Spider-Man, Torch, Daredevil and the X-men team up to form a "Super-Teens" group? It would make good reading. Probably, it would also make more deadline headaches for Stan. Who did the darkroom work for your pictures in the Marvel Annual? Or who took those pictures? YEESH! We still don't know what half of Vince, all of Stan G. or Marty Goodman look like. Why does that flaming fathead, Torch, have to mess up things every time Spidey's about to capture his foes? When will you give Captain America his own comic? One scene that really got me, in the Spider-Man Annual, was J.J.J. talking to a spider. I figure he really went off the deep end. I especially liked the conversation between two of his employees when they saw him. One good thing about the Annual was those full page panels when Spidey clobbered each nut. Where can I get comics from the Golden Age of Comics? Does the Library of Congress have copies? An avid fan...

Robert Ball, 505 So. Second
Hugo, Oklahoma

We think they have 'em, Bob, but doubt that they'll sell them! As for the rest of your questions, have a heart! We'd need a fifty-hour day to answer them! But, maybe some of our faithful ol' readers have a few extra minutes—!

Dear Stan and Steve:

Just thought I'd offer a few comments on the SPIDER-MAN ANNUAL #1, which I bought a couple of days ago. The annual contained so many excellent features that I can only go over them briefly. The full page scenes of Spider-Man in action against each member of the Sinister Six plus the gallery of villains were probably the high point of the book, although it would be hard to edge out the other great features. My only disappointment was that the Sinister Six, with all their collective brains and skills, didn't put up a better fight against the web-spinner. Only the Vulture came up with much of a new approach, depriving Spider-Man of his web. You notice that no villain lasted longer than four pages. Even a non-criminal with any sense could see that the evil-doers would have to team up to really get anywhere. But this is only a minor complaint about an otherwise superb effort on your part.

Kenneth S. Gallagher, 1409 Spring Valley Ter.
Huntington, W. Va.

Thanks, Ken. You're absolutely right about the fact that the Sinister Six should have teamed up to battle Spidey—but, what could we ever do for an encore?

Dear Stan and Steve:

Now you've done it! Now you've gone and done it! In the words of Bashful Benjamin, you're making a nervous wreck out of I'il ol' me! Seriously though, SPIDER-MAN #18 is definitely the most original tale I have ever read, if not the best. I think it takes a lot more skill to write a series of stories illustrating the hero discredited than to write stories in which the hero swashbuckles around winning every battle and piling up honors. I especially liked

the Torch's comment, "I'd rather watch Dr. Doom reading nursery rhymes to the kiddies!" Somehow, the image conjured up by this remark had me in near-hysterics for hours! So please make haste and get #19 out extra quick, or I'm liable to go into a state of advanced shock just waiting! Yours pending #19's arrival.

David H. Fenimore, 400 Garden Lane
Bryn Mawr, Pennsylvania

Well, Davey, by the time this sees print #19 will have come and gone—and we hope you're back to normal by now!

Dear Stan and Steve:

On behalf of the Alpha Tau Kappa Hopeless House Social Protest Squad, it gives me great pride to tell you that Spider-Man has won the Comic Excellence Award for 1963-64. It was the feeling of all the S.P.S. members that Spider-Man's wit, actions, and graphic representations were vastly superior to those of any other candidates. The award, which is kept at Hopeless House, has been inscribed with Spider-Man's name and web, and Spider-Man himself has been made a member of the S.P.S.! Congratulations and keep up the good work!

Ronald R. Matthies, Regent, Alpha Tau Kappa
674 N. Grove St., Banning, Calif.

Never mind all that jazz, Ronnie! Where's our official membership pin???

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now:

FANTASTIC FOUR #36: At last! Mighty Marvel has created a NEW F.F.! Don't miss the surprise sensation of the season when the FANTASTIC FOUR battles the dazzling, dangerous, daringly different FRIGHTFUL FOUR!

AVENGERS #13: The Avengers have been almost all over, but never have they entered a place with the menace and mystery of "The Castle of Count Nefarial" It's got that Bela Lugosi-ish flavor!

DAREDEVIL #6: And still another team of villains! But this one has a different gimmick! See why D.D. has become a winner in such a short time as you thrill to "The Fellowship Of Fear!"

THOR #113: It had to happen! At last the mighty Thor tells Jane his true identity! But, little does he dream it may cost him his life—especially with the grotesque Grey Gargoyle appearing from nowhere!

STRANGE TALES #130: Certain to be a sensation! The Torch and the Thing see the Beatles! Dr. Strange is defeated by the dread Dormammu! And, we introduce an exciting new artist!

SUSPENSE #63: The one we've been promising you! Here it is: "The ORIGIN of Captain America!" Nuff said! Plus, another great fantasy-mystery starring the armored Avenger: Iron Man, vs. an unknown phantom!

ASTONISH #65: Another fabulous surprise! Wait till you see the NEW Giant-Man! New artist, new costume, but the same Marvel magic! And then you'll follow the incredible Hulk on a thundering rampage behind the iron curtain!

SGT. FURY #15: The Howlers find a new mascot on one of their most dangerous missions! If you appreciate the best, don't miss "Too Small To Fight, Too Young To Die!" in the war magazine for people who hate war magazines!

Dear Stan and Steve:

Boy!! And people say you're too big headed. Were they mistaken! They got the wrong part of the body. You guys down there are big-hearted. I think yours is the only comic group that gives free subscriptions to people. I mean that in the last few comics there was a boy who wrote in to

one of your letters sections saying that he was blind and his brother reads him the comics he buys. And out of the clear blue sky you give him a free subscription. I only read two of these cases, but I'm sure there were more that I missed. My father says that these letters are fakes, and that you make them up. But we know differently, don't we? Keep these subscriptions up. It makes a guy feel good to read about your big-heartedness.

Bob Sankner, 109 Pulaski Avenue
Carteret, New Jersey

Thanks for the kind words, Bobby! As for these letters being fakes, we almost wish it were true! It would be a lot easier to write these letter pages if we could just make 'em up ourselves!

Dear Stan and Steve:

Why do you ever-loving, pen-pushing, ink-slopping boys down at Marvel comics hate Spider Man? In all my life I have never read any magazine which, like yours, makes things tough for its own hero. I have hundreds of comics at home and most of them are Marvel, 'cause they're the best. Every time I get a new SPIDER MAN comic, he's in worse trouble with the public. Why don't you let him finish at least one fight without being hampered by a sprained ankle, or numb arms and legs? Why can't he just have minor problems like fighting for his life, or simple things like that? Artwork: Probably the greatest and most explicitly enticing bit of workmanship in the world today. Stories: Without a doubt the most original, clever, miraculously offbeat and great in the country's history. Coloring: Coloring like that found only in the great surging rainbows in the galaxy. Spelling: More than likely done with one of the hands of the legendary Gods of Asgard. Editor's Notes: Without a doubt the most informative tid-bits since the invention of the encyclopedia.

Tip Daniels, 971 Bonneville Way
Tooele, Utah

And Fans: Wonderful enough to warm an editor's jaded heart!



Dear Stan and Steve:

I have a question to ask about the artwork in your mags. Who colors the pictures? Is it the penciller or the inker?
Steve Chapman, 330 Skokie Lane
Glencoe, Illinois

Glad you asked, Stevey! This has puzzled many people, and the answer is: Neither! Our coloring is done by a fella who specializes just in coloring comic magazines. So, whenever you see colors that don't ring the bell, it really isn't the fault of the penciller or inker. In fact, it usually isn't the colorer's fault, either! Often the engraver, thru no fault of his own, working against time, might misinterpret the colorer's guide! Is that confusing enough for you, pal?

Dear Stan and Steve:

The latest SPIDER-MAN was great! It had a lot of action in it which is one thing I'm not one bit against! My mom and I had an argument. She says you have your Spider-Man stories written 'way before you put them on the stands. I disagree. Please answer this so I can prove I am right.

George L. Handler, R.R. #1
Easton Alton, Ill.

Aw, c'mon, Georgie! You're puttin' us on! It would be a pretty neat trick if we could write our yarns *after* they're put on the stands, wouldn't it? Tell Mom to go to the head of the class!

Dear Stan and Steve:

I am 20 years of age and of reasonable intelligence. I attend the Ohio Wesleyan University. I am an English major. I wallow in Dickens, Shakespeare, Keats, Johnson, O'Hara, Shelley, etc., etc. ad nauseum. And I *adore* Marvel Comics! But let me tell you how I discovered them... While conferring with an honors graduate of Kenyon College (now with the Peace Corps in Bahar, India) he recommended your comics as an antidote to those post Fielding blues! Magnificent! I am your devoted fan and will do my best to spread the word to the stuffy young intellectuals I encounter. Keep up the good work! May I use quotes from various issues in upcoming papers? Proper footnotes, natch.

Wendy Bell, 3643 Tilden St., N.W.
Washington 8, D. C.

Sure, honey, quote us to your heart's content! And you can send our diplomas to the same address!

Dear Stan and Steve:

You took a big chance with SPIDER-MAN #18. The reply could have been "It was a lousy issue, with no plot, no action, nothing!" But your gamble paid off. SPIDER-MAN #18 was the **best** Marvel issue ever! Quoting you, "The Story We **Never** Expected To Read!!!" Only the Mighty Marvel Madmen would attempt such an off-beat issue. A truly different tale! The artwork in this issue was simply terrific, except for J. Jonah's *smile*! (That was a smile?) Especially J. Jonah's cheeks on page 14, panel 2. But SPIDER-MAN #18 is a comic that will go down in comic history!

Howard Kurtz & Ronald Eisentein, 2533 Batchelder St.
Brooklyn, N. Y. 11235

Okay by us, fellas—so long as it isn't too far down!

Dear Stan and Steve:

You call SPIDER-MAN "A web-head"! I think it's Stan that's the "web-head"! Your art work and lettering are the best they have been in a long time; even your plots aren't bad, until the end of the stories! I think you've worn the idea of people hating Spider-Man, and Aunt May's sickness, a little thin. For once, I would like to see Spider-Man come out on top: You're wrong when you assume people quickly forget the good you have done when you make a mistake! As for J.J., he can soak his head in a barrel of water and forget to come up. Another thing I am tired of is Betty always misunderstanding Peter. I think it's about time he cued her in. Congratulations on finally admitting that Torch really likes Spider-Man. They make a great team.

Timothy Scott, 6513-28th Avenue
Kenosha, Wisconsin

Or, as jolly Jonah would say: "Yeah, they make a great team all right—of *what*??"

SPECIAL ANNOUNCEMENTS SECTION:

—You're probably wondering where we go from here with Spidey? Well, if it'll make you feel better, we're wondering too! But, by the time we get down to the bottom of this page, we'll probably have something figured out!

—You've probably all mailed your M.M.M.S. coupons by now, as every loyal web-spinner should! Which means you're now a member of the most off-beat, mixed-up marching society this side of Yancy Street! And, if you haven't joined yet, don't worry—we'll still love you! (Although we can't guarantee how the rest of the world will react to your injudicious decision!)

—By the way, do us a big favor, willya? Much as we flip over your fan mail, try and keep your letters short—please! With all the mail we receive daily, it's becoming virtually impossible to take the time to scan letters which are many pages in length! So say what you want to, but do it in as few words as possible—and give Stan and Steve time to turn out another ish of Spidey! Thanks a heap!

—Ah-ha! We told you we'd figure something out for SPIDER-MAN #23 before we finished! We've decided to bring back one of the most popular new foes Spidey's ever fought—and, as if that's not enough, you'll see ol' Web-Head in action against some real, down-to-earth gun-totin' rootin'-tootin' mobsters and crooks! It'll be fast, furious, and fascinating—and if you miss it, we'll cry ourselves to sleep! So face front, and keep your marching shoes handy!